

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 20-12168 (CSS)
(Jointly Administered)

Obj. Deadline: December 8, 2020 at 4:00 p.m. (ET)

**NOTICE OF FILING OF STAFFING AND COMPENSATION
REPORT OF HURON CONSULTING SERVICES LLC FOR THE PERIOD
SEPTEMBER 24, 2020 THROUGH OCTOBER 31, 2020**

PLEASE TAKE NOTICE that in, accordance with that certain *Order (I) Authorizing Debtors to (A) Retain Huron Consulting Services LLC to Provide the Debtors a Chief Restructuring Officer and Certain Engagement Personnel and (B) Designate John C. DiDonato as Chief Restructuring Officer, Effective as of September 24, 2020 and (II) Granting Related Relief* [D.I. 366] (the “**Retention Order**”), Huron Consulting Services LLC (“**Huron**”) has filed its staffing and compensation report for the period of September 24, 2020 through and including October 31, 2020 (the “**Staffing and Compensation Report**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Staffing and Compensation Report (each, an “**Objection**”) must be made in accordance with the Retention Order and must be filed and served upon the undersigned counsel so as to be received on or before December 8, 2020 at 4:00 p.m. (ET) (the “**Objection Deadline**”).

PLEASE TAKE FURTHER NOTICE that all compensation and staffing included in the Staffing and Compensation Report shall be subject to review by the Court and, in the event an Objection is filed and remains unresolved by agreement of the objecting party, the Debtors, and Huron, (i) all rights of the objecting party, the Debtors, and Huron are reserved and (ii) the Debtors shall deduct an amount equal to the unresolved amount objected to from the next payment to Huron for fees and expenses incurred in connection with Huron’s engagement under the Retention Order until such Objection is resolved, either by agreement of the objecting party, the Debtors, and Huron or by order of the Court.

¹ The last four digits of Town Sports International, LLC’s federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

PLEASE TAKE FURTHER NOTICE that, subject to any Objections as set forth above and in the Retention Order, the Debtors are authorized, but not directed, to pay, in the ordinary course of business, in accordance with the Retention Order, all amounts invoiced by Huron for fees and expenses incurred in connection with Huron's engagement under the Retention Order.

Dated: Wilmington, Delaware
November 18, 2020

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/Allison S. Mielke

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Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TOWN SPORTS INTERNATIONAL, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 20-12168 (CSS)

(Jointly Administered)

Obj. Deadline: December 8, 2020 at 4:00 p.m. (ET)

**FIRST STAFFING AND COMPENSATION REPORT OF
HURON CONSULTING SERVICES LLC FOR THE
PERIOD SEPTEMBER 24, 2020 THROUGH OCTOBER 31, 2020**

Name of Applicant:	Huron Consulting Services LLC
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Effective Date of Retention:	September 24, 2020
Period for which compensation and reimbursement is sought:	September 24, 2020 through October 31, 2020
Amount of Compensation sought as actual, reasonable and necessary:	\$600,000.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$2,096.13
Exhibit 1:	Summary of Huron's Monthly Report of Compensation Earned and Expenses Incurred
Exhibit A-1:	Time Summary by Matter
Exhibit A-2:	Time Summary by Professional

¹ The last four digits of Town Sports International, LLC's federal tax identification number are 7365. The mailing address for Town Sports International, LLC is 399 Executive Boulevard, Elmsford, New York 10523. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <http://dm.epiq11.com/TownSports>, or by contacting the undersigned counsel for the Debtors.

Exhibit A-3:	Time Entry Detail
Exhibit B-1:	Expense Summary by Category
Exhibit B-2:	Expense Item Detail
Exhibit C	Invoice for the Period of September 24, 2020 through and including October 21, 2020

Huron Consulting Services, LLC (“**Huron**”) hereby provides its first staffing and compensation report for the period of September 24, 2020 through October 31, 2020 (the “**First Staffing and Compensation Report**” and the “**First Staffing and Compensation Report Period**,” as the context indicates) in accordance with that certain *Order (I) Authorizing Debtors to (A) Retain Huron Consulting Services LLC to Provide the Debtors a Chief Restructuring Officer and Certain Engagement Personnel and (B) Designate John C. DiDonato as Chief Restructuring Officer, Effective as of September 24, 2020 and (II) Granting Related Relief* [D.I. 366] (the “**Retention Order**”).

As set forth in the First Staffing and Compensation Report, Huron incurred \$600,000 in aggregate compensation and \$2,096.13 for actual and necessary expenses during the First Staffing and Compensation Report Period.

WHEREFORE, pursuant to the Retention Order, Huron hereby submits its First Staffing and Compensation Report for the First Staffing and Compensation Report Period.

Dated: Wilmington, Delaware
November 18, 2020

HURON CONSULTING SERVICES LLC

By: /s/ *Laura Marcero*
Laura Marcero
Deputy Chief Restructuring Officer

Exhibit 1

Huron Consulting Services, LLC ("Huron") hereby submits this First Monthly Report of Compensation Earned and Expenses Incurred (the "Report") for the period September 24, 2020 through October 31, 2020 (the "First Monthly Fee Period"), for compensation and reimbursement of costs and expenses incurred pursuant to its engagement, which was approved by order of the Bankruptcy Court on October 29, 2020 [Docket No. 366] (the "Retention Order").

Huron's fees for the First Monthly Fee Period are **\$1,174,979.75**; however, as part of its engagement, Huron agreed to a modified fee structure of the period beginning on the date of Huron's retention through the closing of the sale of substantially all of the Debtors' assets (the "Sale"). Pursuant to such agreement, Huron has incurred fees of \$100,000.00 per week thru the closing of the Sale resulting in fees earned in the amount of **\$600,000.00** for the First Monthly Fee Period. Huron has also incurred **\$2,096.13** in expenses during the First Monthly Fee Period which are itemized in the attachments described below. Pursuant to the Retention Order, parties in interest may file an objection, if any, to this Report within twenty (20) days from the date of filing of this Report.

Attachment	Description
Exhibit A1	Time Summary by Matter Code
Exhibit A2	Time Summary by Professional
Exhibit A3	Time Entry Detail
Exhibit B1	Expense Summary by Category
Exhibit B2	Expense Item Detail
Exhibit C	Invoice for Period September 24, 2020 through October 31, 2020

EXHIBIT A1: Hourly Time Summary by Matter for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Hours	Fees
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	141.8	\$119,229.25
2	Meeting/Teleconference w/Bank Group, Counsel, or Advisors	23.8	\$19,940.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	16.1	\$11,573.00
4	Court Hearings/Preparation	19.0	\$19,400.00
5	Case Reporting: UST Rpts, Statements, & Schedules	364.7	\$233,220.00
6	Retention and Fee Applications	25.1	\$18,270.00
7	Disclosure Statement/Plan of Reorganization	22.1	\$17,337.50
8	Business Plan & Analysis of Operations	238.2	\$165,430.00
9	Cash Flow Analysis and Reporting	167.1	\$110,504.50
10	DIP Financing, Exit Financing, Cash Collateral	136.0	\$110,309.00
11	Asset Sale & Disposition Support	159.8	\$128,407.50
12	Tax Issues/Analysis	7.6	\$5,132.50
13	Collateral & Credit Analysis	6.0	\$3,300.00
14	Account Analysis & Reconciliations	6.2	\$4,872.50
18	Employee Retention Programs	38.0	\$23,856.50
19	Analysis of Accounting and Disclosure Matters	18.1	\$11,695.00
20	Accounts Payable/Vendor Issues	81.7	\$49,463.50
23	Lease Issues	103.4	\$76,223.00
24	General/Case Administration	65.0	\$46,816.00
Total:		1,639.7	\$1,174,979.75

EXHIBIT A2: Hourly Time Summary by Professional for the period of September 24, 2020 through October 31, 2020

Individual	Title	Hours	Rate	Total
DiDonato, John C	Managing Director	164.5 hrs	\$1,195.00 / hr	\$196,577.50
Marcero, Laura A	Managing Director	309.9 hrs	\$985.00 / hr	\$305,202.25
Gupta, Abhimanyu	Senior Director	268.8 hrs	\$750.00 / hr	\$201,600.00
Vidal, Adriana	Director	280.0 hrs	\$695.00 / hr	\$194,600.00
McCormack, David	Manager	366.0 hrs	\$550.00 / hr	\$201,300.00
Bojanowski, Adam	Associate	5.5 hrs	\$400.00 / hr	\$2,200.00
Quintile, Amanda	Analyst	245.0 hrs	\$300.00 / hr	\$73,500.00
Total Individual Charges		1,639.7		\$1,174,979.75

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/24/2020	Prepare for and attend meeting to discuss DIP Budget with Huron team.	1.2	\$1,195.00	\$1,434.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/24/2020	Attend introduction call to review DIP budget and obtain historical context on the case.	1.1	\$750.00	\$825.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/24/2020	Prepare for and participate in discussion with Counsel and CRO team to discuss DIP Budget requirements and timing.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/25/2020	Attend TSI restructuring check in call with Debtors' counsel and TSI.	0.8	\$1,195.00	\$956.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/25/2020	Review of DIP budget and assumptions and meeting with the TSI finance team re: same.	1.5	\$1,195.00	\$1,792.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/25/2020	Prepare for and review the DIP budget and assumptions with the CFO.	1.8	\$750.00	\$1,350.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/25/2020	Coordinate with Debtors' and counsel on status and next steps.	0.5	\$750.00	\$375.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/25/2020	Prepare for and review the DIP budget and assumptions with the TSI finance team.	1.7	\$985.00	\$1,625.25
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/25/2020	Prepare for and participate in review session with TSI management, Houlihan Lokey, and CRO team to review preliminary DIP Budget and discuss questions.	2.1	\$550.00	\$1,155.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/25/2020	Prepare for and meet with TSI finance team to discuss DIP budget and assumptions.	1.8	\$300.00	\$540.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/25/2020	Prepare notes from meeting with TSI finance team re: DIP budget and assumptions to share with CRO team.	0.8	\$300.00	\$240.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/26/2020	Attend TSI management and Huron team call.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/26/2020	Participate in meeting with TSI management and Huron team.	0.8	\$985.00	\$788.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/26/2020	Prepare for and attend call with TSI CFO to discuss DIP budget.	1.2	\$985.00	\$1,182.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/26/2020	Prepare for and meet with TSI legal team to discuss various open items.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/26/2020	Prepare for and participate in follow-up discussion with TSI management re: open questions on the DIP Budget.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/26/2020	Prepare for and participate in follow-up discussion with TSI management and finance team to discuss mechanics of DIP Budget, embedded assumptions, and proposed modifications.	1.1	\$550.00	\$605.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/26/2020	Review and update notes from meeting with TSI finance team re: DIP budget and assumptions based on feedback from CRO team.	0.6	\$300.00	\$180.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/27/2020	Prepare for and present the DIP funding presentation to Debtors' management and professionals.	1.5	\$750.00	\$1,125.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/27/2020	Prepare for and participate in preparation meeting with TSI management, Counsel, Houlihan Lokey, and CRO team to review updated materials and revised DIP Budget.	1.2	\$550.00	\$660.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/27/2020	Prepare for and participate in follow-up internal preparation meeting with CRO team to discuss required changes to DIP Budget and presentation materials.	0.5	\$550.00	\$275.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/27/2020	Prepare for and meet with Debtors' management and advisors to present DIP Budget.	1.5	\$300.00	\$450.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/28/2020	Attend meeting with TSI board members / management and K&E team.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/28/2020	Prepare for and attend a catch-up call with Huron team and TSI management team.	0.7	\$1,195.00	\$836.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/28/2020	Prepare for and attend discussion with board members, management and K&E team.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/29/2020	Attend TSI - restructuring check in call with Debtors' counsel and Debtors.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/29/2020	Prepare for and participate in review of forecast and discussion re: BOD package with HCG team.	1.1	\$1,195.00	\$1,314.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/29/2020	Participate in meeting with Debtors' counsel and TSI re: restructuring status.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/29/2020	Prepare for and participate in review of forecast and discussion around BOD package with Huron team.	1.5	\$985.00	\$1,477.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/29/2020	Prepare for and attend internal catch up with CRO team.	0.5	\$300.00	\$150.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/29/2020	Prepare for and attend meeting to review budget forecast and BOD package.	1.1	\$300.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/30/2020	Attend kick-off meeting with Huron team and TSI finance team.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/30/2020	Attend TSI Holdings / Board Call.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/30/2020	Attend meeting with TSI management re: chargebacks/payment processors.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/30/2020	Attend meeting re: Interim DIP order and DIP term sheet.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	9/30/2020	Attend TSI advisor coordination call.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/30/2020	Prepare for and attend board meeting.	1.5	\$750.00	\$1,125.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	9/30/2020	Prepare for and attend discussion re: chargebacks, DIP term sheet review, APA open items and coordinate workstreams with counsel.	2.8	\$750.00	\$2,100.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend kick-off meeting with Huron team and TSI finance team.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend TSI Holdings / Board Call.	1.3	\$985.00	\$1,280.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend meeting re: chargebacks/payment processors.	0.7	\$985.00	\$689.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend meeting re: Interim DIP order and DIP term sheet.	1.2	\$985.00	\$1,182.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend meeting with Huron team re: follow up items.	0.7	\$985.00	\$689.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend TSI advisor coordination call.	0.4	\$985.00	\$394.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/30/2020	Prepare for and participate in internal review session with CRO team to review initial presentation for TSI BOD.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/30/2020	Prepare for and participate in internal review session with CRO team to review revised presentation for TSI BOD.	0.7	\$550.00	\$385.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/30/2020	Prepare for and participate in TSI BOD meeting.	0.5	\$550.00	\$275.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/30/2020	Prepare for and participate in discussion with Counsel, Houlihan Lokey, and CRO team to discuss payment processors, chargebacks, and similar issues.	0.5	\$550.00	\$275.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	9/30/2020	Prepare for and participate in TSI professionals coordination call address priority workstreams and next steps.	0.4	\$550.00	\$220.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/30/2020	Prepare for and attend kick-off meeting with CRO team and TSI finance team.	1.0	\$300.00	\$300.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/30/2020	Prepare for and attend meeting with CRO Team to discuss questions for APA.	0.6	\$300.00	\$180.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/30/2020	Prepare for and attend meeting with CRO Team and TSI Board of Directors.	0.9	\$300.00	\$270.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/30/2020	Prepare for and attend meeting with CRO Team and YCST to discuss chargebacks/ payment processor.	0.5	\$300.00	\$150.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	9/30/2020	Prepare for and attend meeting with CRO Team, K&E Team, HL team to discuss Interim DIP Order and DIP term sheet.	1.0	\$300.00	\$300.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/1/2020	Attend meeting with the Debtors' general counsel re: Debtors' litigation status.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/1/2020	Prepare for and attend introductory meeting with Stuart Steinberg.	0.7	\$750.00	\$525.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/1/2020	Participate in meeting with Debtors' former general counsel re: Debtors' legal status.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/1/2020	Prepare for and participate in discussion with Counsel and CRO team to discuss various state AG actions and potential impacts on TSI.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/2/2020	Attend status restructuring check in call with Debtors' counsel and TSI	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/2/2020	Discuss UCC request and other issues with Debtors' counsel and Huron team.	0.8	\$1,195.00	\$956.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/2/2020	Prepare for and attend coordination call among professionals and organizational structure call with Stuart Steinberg.	0.9	\$750.00	\$675.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/2/2020	Participate in meeting with Debtors' counsel and TSI re: status restructuring check in call.	1.0	\$985.00	\$985.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/2/2020	Prepare for and discuss UCC Request and other issues.	1.1	\$985.00	\$1,083.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/2/2020	Prepare for and participate in discussion with TSI legal team to discuss corporate structure and organization.	0.8	\$550.00	\$440.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/2/2020	Prepare for and participate in discussion with TSI management and CRO team to discuss UCC FA requests and CRO priority items.	1.2	\$550.00	\$660.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/2/2020	Prepare for and attend meeting with CRO Team to discuss UCC Data Request list and other open items.	0.8	\$300.00	\$240.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/4/2020	Prepare for and discuss with Steve Panagos (Independent Director) open items.	0.4	\$1,195.00	\$478.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/4/2020	Prepare for and attend call with CEO re: general counsel. Follow up email discussion with deputy CRO.	0.4	\$1,195.00	\$478.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/5/2020	Prepare for and participate in introduction to HCG team with TSI management team.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/5/2020	Participate in meeting with HCG team and TSI finance team re: Debtors' current state.	1.5	\$1,195.00	\$1,792.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/5/2020	Prepare for and attend call with Huron team and TSI HR team to discuss HR matters/ payroll.	1.1	\$1,195.00	\$1,314.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/5/2020	Prepare for and participate in introductory call with TSI management.	1.5	\$750.00	\$1,125.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/5/2020	Prepare for and attend discussion with counsel re: tax refund.	0.9	\$750.00	\$675.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/5/2020	Prepare for and participate in introduction meeting with Huron team and TSI management team.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/5/2020	Prepare for and participate in introduction to HCG team with TSI finance team.	1.7	\$985.00	\$1,674.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/5/2020	Prepare for and attend call with Huron team and TSI HR team to discuss HR matters and payroll.	0.8	\$985.00	\$788.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/5/2020	Prepare for and participate in introductory call with TSI operations team to introduce CROs, develop lines of communication, and understand areas of concern/focus.	0.8	\$550.00	\$440.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/5/2020	Prepare for and participate in introductory call with TSI finance team to introduce CROS, develop lines of communication, and understand areas of concern/focus.	0.7	\$550.00	\$385.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/5/2020	Prepare for and attend introductory call with TSI management team and CRO Team.	0.6	\$300.00	\$180.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/5/2020	Prepare for and attend introductory call with TSI finance team and CRO Team.	0.5	\$300.00	\$150.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/5/2020	Prepare for and attend call with CRO team and TSI HR team to discuss HR matters/payroll.	0.5	\$300.00	\$150.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/6/2020	Attend meeting with Huron team and TSI finance team re: liquidity coordination.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/6/2020	Attend introductory call with TSI operations team and Huron team.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/6/2020	Participate in Debtors' restructuring check in call with counsel and TSI management.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/6/2020	Participate in on-site visit with Deputy CRO and TSI CAO.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/6/2020	Continue to participate in on site visit - discussion with CAO and Deputy CRO.	0.6	\$1,195.00	\$717.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/6/2020	Participate in introductory call with TSI operations team and Huron team.	1.1	\$985.00	\$1,083.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/6/2020	Participate in Debtors' restructuring status call with TSI management and Debtors' counsel.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/6/2020	Participate in on-site visit with CRO and TSI CAO.	0.7	\$985.00	\$689.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/6/2020	Continue to participate in on-site visit with TSI CAO.	3.8	\$985.00	\$3,743.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/6/2020	Continue to participate in on site visit - discussion with TSI CAO and CRO.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend meeting with CRO team and TSI finance team re: liquidity coordination.	1.0	\$300.00	\$300.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend introductory call with TSI operations team and CRO team.	0.9	\$300.00	\$270.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend TSI accounting/finance follow up meeting with TSI finance team and CRO team.	1.0	\$300.00	\$300.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/7/2020	Prepare for and meet with TSI CAO and Deputy CRO to discuss company related matters.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/7/2020	Prepare for and attend discussion with counsel on the second round of entities to file.	1.1	\$750.00	\$825.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/7/2020	Prepare for and participate in meeting with Debtors' counsel, TSI management and Huron re: second round of filers and review required operational steps to prepare for rejections.	1.2	\$985.00	\$1,182.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/7/2020	Prepare for and meet with TSI CAO and CRO to discuss company related matters.	1.2	\$985.00	\$1,182.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/7/2020	Prepare for and meet with TSI management, Debtors' counsel, and Huron team to with respect to second round of Debtor filings, and begin required operational steps to prepare for rejections.	1.1	\$550.00	\$605.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/7/2020	Prepare for and participate in TSI professionals coordination call to address priority workstreams as of 10/7 and next steps.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Quintile, Amanda	09205-001	10/7/2020	Prepare for and participate in discussion with TSI management, YCST Team, K&E Team and CRO team to discuss second round of filers.	1.1	\$300.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Vidal, Adriana	09205-001	10/7/2020	Prepare for and participate in discussion with Debtors' counsel, Debtors' management and CROS regarding case status and next steps.	0.6	\$695.00	\$417.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/8/2020	Prepare for and participate in TSI Board Call.	1.2	\$1,195.00	\$1,434.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/8/2020	Prepare for and attend board call.	1.2	\$750.00	\$900.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/8/2020	Prepare for and participate in TSI BOD meeting.	1.4	\$985.00	\$1,379.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/8/2020	Prepare for and participate in TSI BOD meeting to review presentation.	1.1	\$550.00	\$605.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/10/2020	Prepare for and participate in discussion with TSI legal team and Debtors' counsel re: state AG actions and potential liability for TSI.	1.5	\$1,195.00	\$1,792.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/10/2020	Prepare for and participate in discussion with TSI legal team and Counsel with respect to state AG actions and potential liability for TSI.	1.5	\$985.00	\$1,477.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/10/2020	Prepare for and participate in discussion with TSI legal team and Debtors' counsel to discuss state AG actions and potential TSI liability.	1.6	\$550.00	\$880.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Vidal, Adriana	09205-001	10/10/2020	Prepare for and participate in conference call with CRO, K&E and former general counsel regarding legal matters.	1.0	\$695.00	\$695.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/12/2020	Prepare for and participate in TSI professionals touch base call.	0.7	\$1,195.00	\$836.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/12/2020	Prepare for and participate in TSI professionals status call.	0.7	\$985.00	\$689.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/12/2020	Prepare for and participate in TSI professional coordination call to discuss open issues and priorities for week of 10/12.	0.5	\$550.00	\$275.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/13/2020	Attend meeting with Debtors' counsel re: status of TSI restructuring with Debtors' counsel and TSI management.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/13/2020	Prepare for and attend call with Board.	1.1	\$750.00	\$825.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/13/2020	Prepare for and attend update call with Board.	1.4	\$985.00	\$1,379.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/13/2020	Prepare for and participate in discussion with TSI finance and legal teams to discuss potential state AG refunds required.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/13/2020	Prepare for and attend TSI - restructuring check in call with counsel and Debtors.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with TSI finance and legal teams to discuss calculation of potential state AG refunds required.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Vidal, Adriana	09205-001	10/13/2020	Prepare for and participate in with Debtors' Special Committee, YCST, K&E, CRO/Deputy CRO and Huron team re: restructuring status.	0.9	\$695.00	\$625.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/14/2020	Participate in TSI professionals touch base call.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/14/2020	Participate in discussion with TSI counsel and Huron team to re: final DIP Term Sheet and address open issues.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/14/2020	Participate in briefing from Deputy CRO re: status of Stalking horse and DIP Lender.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/14/2020	Participate in conference call with TSI professionals re: Debtors status and open items.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/14/2020	Attend discussion with TSI counsel and Huron team re: final DIP Term Sheet and address open issues.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/14/2020	Prepare for and provide briefing to CRO re: status of Stalking horse and DIP Lender.	0.7	\$985.00	\$689.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/14/2020	Prepare for and participate in discussion with TSI Counsel and CRO team to discuss final DIP Term Sheet and address open issues.	0.8	\$550.00	\$440.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Vidal, Adriana	09205-001	10/14/2020	Prepare for and participate in status conference call with CRO/Deputy CRO, K&E and YCST.	0.7	\$695.00	\$486.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/15/2020	Prepare for and discuss cash analysis and next round of filings.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/15/2020	Prepare for and discuss Debtors' cash analysis and next round of filings.	0.8	\$985.00	\$788.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/16/2020	Attend meeting with TSI professionals re: Debtors' status and address open items and next steps.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/16/2020	Participate in TSI professionals touch base call re: open items.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/19/2020	Participate in conference call with TSI professionals re: Debtors' current state and open items.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/19/2020	Prepare for, follow up on and discuss WARN implications for employees at the additional locations that were being terminated on 10/19.	0.8	\$1,195.00	\$956.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/19/2020	Prepare for and discuss WARN implications for employees at the additional locations that were being terminated on 10/19.	0.8	\$750.00	\$600.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/19/2020	Participate in meeting with TSI professionals re: current state and address open items.	0.4	\$985.00	\$394.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/19/2020	Prepare for and participate in discussion re: WARN implications for employees at the additional locations that were being terminated on 10/19.	0.8	\$985.00	\$788.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/19/2020	Prepare for and participate in periodic professional update with Counsel to catch up on open items and priorities for week of 10/19.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/21/2020	Attend meeting re: Debtors' restructuring with Debtors' counsel and TSI management.	1.0	\$1,195.00	\$1,195.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/21/2020	Prepare for and participate in meeting with TSI advisors and independent directors re: case issues, Plan and Disclosure Statement, timing, and other case matters.	1.3	\$985.00	\$1,280.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/21/2020	Prepare for and participate in conference call re: Debtors' restructuring current state and open items with Debtors' counsel and TSI.	1.4	\$985.00	\$1,379.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/21/2020	Prepare for and attend call with YCST team re: AMEX reserve.	1.1	\$985.00	\$1,083.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/21/2020	Prepare for and participate in discussion with TSI advisors and independent directors to address case issues, Plan and Disclosure Statement, timing, and other case matters.	0.7	\$550.00	\$385.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/22/2020	Prepare for and meet with counsel to discuss credit card reserve release and related analysis.	1.3	\$750.00	\$975.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/22/2020	Prepare for and participate in discussion with counsel re: credit card reserve release and related analysis.	1.3	\$985.00	\$1,280.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/22/2020	Prepare for and participate in internal CRO team discussion to review open items re: DIP Budget, SOFA/SOAL, disbursements, and similar matters.	0.7	\$550.00	\$385.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/23/2020	Prepare and attend meeting to discuss the progress on schedules supporting the APA.	0.7	\$750.00	\$525.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/23/2020	Participate in TSI professionals status update.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/23/2020	Prepare for and participate in meeting re: the progress on schedules supporting the APA.	1.2	\$985.00	\$1,182.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/23/2020	Prepare for and participate in periodic professional update with Counsel to discuss additional open items and priorities.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/26/2020	Prepare for and participate in TSI professionals touch base.	0.8	\$985.00	\$788.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/26/2020	Prepare for and participate in periodic professional update with Counsel to discuss additional open items and priorities for week of 10/26.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/27/2020	Prepare for and attend TSI - restructuring check in call with counsel and debtor.	0.4	\$1,195.00	\$478.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Gupta, Abhimanyu	09205-001	10/27/2020	Prepare for and participate in call for board update.	0.6	\$750.00	\$450.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/27/2020	Participate in call re: board update.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/27/2020	Prepare for and attend TSI - restructuring check in call with counsel and Debtors'.	0.5	\$985.00	\$492.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	McCormack, David	09205-001	10/27/2020	Prepare for and participate in discussion with TSI advisors and independent directors to address case issues, timing of sale close, and other case matters.	0.6	\$550.00	\$330.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/28/2020	Attend meeting with TSI professionals re: Debtors current state and address open items.	0.6	\$1,195.00	\$717.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/28/2020	Participate in TSI professionals status update and next steps.	0.6	\$985.00	\$591.00
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	DiDonato, John C	09205-001	10/30/2020	Attend meeting with TSI professionals re: Debtors current state and next steps.	0.5	\$1,195.00	\$597.50
1	Meeting/Teleconference w/Debtor Mgmt, Board, or Counsel	Marcero, Laura A	09205-001	10/30/2020	Prepare for and participate in TSI professionals status update.	0.6	\$985.00	\$591.00
MATTER 1 SUBTOTAL						141.8		\$119,229.25
2	Meeting/Teleconference w/Bank Group, Counsel, or Advisors	DiDonato, John C	09205-001	9/27/2020	Prepare for and meet with lender professionals to review DIP budget.	1.5	\$1,195.00	\$1,792.50
2	Meeting/Teleconference w/Bank Group, Counsel, or Advisors	Gupta, Abhimanyu	09205-001	9/27/2020	Presentation of DIP budget and sizing with the lender professionals.	0.9	\$750.00	\$675.00
2	Meeting/Teleconference w/Bank Group, Counsel, or Advisors	Marcero, Laura A	09205-001	9/27/2020	Prepare for and participate in meeting with lender professionals to review DIP budget.	1.4	\$985.00	\$1,379.00
2	Meeting/Teleconference w/Bank Group, McCormack, David	McCormack, David	09205-001	9/27/2020	Prepare for and participate in meeting with Tacit Counsel, Lender Counsel, TSI Counsel, Houlihan Lokey, and CRO team to discuss revised DIP Budget and presentation materials.	1.1	\$550.00	\$605.00
2	Meeting/Teleconference w/Bank Group, Quintile, Amanda	Quintile, Amanda	09205-001	9/27/2020	Prepare for and meet with lender professionals re: DIP budget.	1.1	\$300.00	\$330.00
2	Meeting/Teleconference w/Bank Group, Quintile, Amanda	Quintile, Amanda	09205-001	10/1/2020	Prepare for and discuss the DIP budget with the BRG team and CRO team.	0.5	\$300.00	\$150.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/3/2020	Attend introductory call with the DIP Lenders.	1.0	\$1,195.00	\$1,195.00
2	Meeting/Teleconference w/Bank Group, Gupta, Abhimanyu	Gupta, Abhimanyu	09205-001	10/3/2020	Prepare for and participate in introductory call with DIP lenders.	0.9	\$750.00	\$675.00
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A	Marcero, Laura A	09205-001	10/3/2020	Participate in introductory call with the DIP Lenders.	1.3	\$985.00	\$1,280.50
2	Meeting/Teleconference w/Bank Group, McCormack, David	McCormack, David	09205-001	10/3/2020	Prepare for and participate in introductory call with Tacit to discuss DIP funding, budget, and operational issues.	0.7	\$550.00	\$385.00
2	Meeting/Teleconference w/Bank Group, Quintile, Amanda	Quintile, Amanda	09205-001	10/3/2020	Prepare for and attend an introductory call with the DIP Lenders.	0.8	\$300.00	\$240.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/5/2020	Prepare for and attend call re: tax refund with K&E team, HL team and Huon team.	0.5	\$1,195.00	\$597.50
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A	Marcero, Laura A	09205-001	10/5/2020	Prepare for and participate in call re: Tax refund with K&E team, HL team and Huron team.	0.7	\$985.00	\$689.50
2	Meeting/Teleconference w/Bank Group, Quintile, Amanda	Quintile, Amanda	09205-001	10/5/2020	Prepare for and meet with K&E team, HL team and CRO team re: tax refund .	0.5	\$300.00	\$150.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/7/2020	Prepare for and attend TSI call re: lease rejections and abandonment of property.	0.4	\$1,195.00	\$478.00
2	Meeting/Teleconference w/Bank Group, Gupta, Abhimanyu	Gupta, Abhimanyu	09205-001	10/7/2020	Prepare for and attend discussion on location summary with lender.	1.0	\$750.00	\$750.00
2	Meeting/Teleconference w/Bank Group, McCormack, David	McCormack, David	09205-001	10/7/2020	Prepare for and participate in discussion with Tacit and Lender advisors to review location reconciliation schedule.	0.7	\$550.00	\$385.00
2	Meeting/Teleconference w/Bank Group, Vidal, Adriana	Vidal, Adriana	09205-001	10/12/2020	Participate in conference call with Debtors counsel, CROs/CRO Team re: case status and open items.	0.4	\$695.00	\$278.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/14/2020	Attend meeting re: TSI advisor coordination.	0.5	\$1,195.00	\$597.50
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A	Marcero, Laura A	09205-001	10/14/2020	Prepare for and attend TSI - advisor coordination call.	0.6	\$985.00	\$591.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/28/2020	Attend daily check in call with Tacit and TSI.	1.1	\$1,195.00	\$1,314.50
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A	Marcero, Laura A	09205-001	10/28/2020	Participate in daily check in with Tacit and TSI.	0.9	\$985.00	\$886.50
2	Meeting/Teleconference w/Bank Group, McCormack, David	McCormack, David	09205-001	10/28/2020	Prepare for and participate in discussion with Tacit, Counsel, and other advisors to review outstanding open issues re: employees, leases, assumed liabilities, and other items.	0.9	\$550.00	\$495.00
2	Meeting/Teleconference w/Bank Group, DiDonato, John C	DiDonato, John C	09205-001	10/29/2020	Attend daily check in with Tacit and TSI teams and address open items.	1.2	\$1,195.00	\$1,434.00
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A	Marcero, Laura A	09205-001	10/29/2020	Participate in daily check with TSI and Tacit re: current state and next steps. TACIT/TSI.	1.1	\$985.00	\$1,083.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
2	Meeting/Teleconference w/Bank Group, McCormack, David Counsel, or Advisors	McCormack, David	09205-001	10/29/2020	Prepare for and participate in discussion with Tacit, TSI legal and finance teams, and Counsel to review final approved real estate deals through 10/29 to assist in calculation of November occupancy payments.	0.6	\$550.00	\$330.00
2	Meeting/Teleconference w/Bank Group, Marcero, Laura A Counsel, or Advisors	Marcero, Laura A	09205-001	10/30/2020	Discuss with Tacit, TSI legal and finance teams, and Debtors' counsel approved real estate deals through 10/30 and November occupancy payments.	0.8	\$985.00	\$788.00
2	Meeting/Teleconference w/Bank Group, McCormack, David Counsel, or Advisors	McCormack, David	09205-001	10/30/2020	Prepare for and participate in discussion with Tacit, TSI legal and finance teams, and Debtors' counsel review of final approved real estate deals through 10/30 and calculation of November occupancy payments.	0.7	\$550.00	\$385.00
						MATTER 2 SUBTOTAL	23.8	\$19,940.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	DiDonato, John C	09205-001	9/28/2020	Prepare for and attend introductory call with BRG and Huron team.	0.4	\$1,195.00	\$478.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Gupta, Abhimanyu	09205-001	9/28/2020	Prepare for and participate in introduction to UCC financial advisor.	0.7	\$750.00	\$525.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Marcero, Laura A	09205-001	9/28/2020	Prepare for and participate in BRG / Huron team introductory call.	0.7	\$985.00	\$689.50
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	9/28/2020	Prepare for and participate in discussion with UCC FA to discuss case issues.	0.6	\$550.00	\$330.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Quintile, Amanda	09205-001	9/28/2020	Prepare for and meet with BRG team (UCC financial advisor) for introduction call.	0.6	\$300.00	\$180.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Gupta, Abhimanyu	09205-001	10/1/2020	Prepare for and attend meeting with UCC advisors to review cash flow forecast and related assumptions.	1.5	\$750.00	\$1,125.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	10/1/2020	Prepare for and participate in discussion with UCC FA to discuss DIP Budget presentation and address questions.	0.6	\$550.00	\$330.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Gupta, Abhimanyu	09205-001	10/2/2020	Coordinate responses to UCC requests and communications re: same.	1.3	\$750.00	\$975.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Gupta, Abhimanyu	09205-001	10/7/2020	Prepare for and attend discussion with UCC on information request and DIP budget.	1.1	\$750.00	\$825.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Marcero, Laura A	09205-001	10/7/2020	Prepare for and participate in discussion with UCC on information request and DIP budget.	1.1	\$985.00	\$1,083.50
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	10/7/2020	Prepare for and participate in meeting with UCC FA to discuss data requests, case progress, and next steps.	0.9	\$550.00	\$495.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	10/7/2020	Prepare for and participate in discussion with UCC FA and TSI Real Estate Advisor to discuss landlord negotiations.	0.6	\$550.00	\$330.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Quintile, Amanda	09205-001	10/7/2020	Prepare for and participate on discussion with UCC re: information request and DIP budget.	1.0	\$300.00	\$300.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Vidal, Adriana	09205-001	10/7/2020	Participate in discussion with UCC regarding case status.	0.3	\$695.00	\$208.50
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Gupta, Abhimanyu	09205-001	10/13/2020	Prepare for and attend discussion with Debtors' professionals re: DIP issues / questions.	1.0	\$750.00	\$750.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Marcero, Laura A	09205-001	10/13/2020	Prepare for and participate in discussion re: analysis and address open questions with UCC FA.	0.9	\$985.00	\$886.50
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with UCC FA to review analysis and address open questions.	0.7	\$550.00	\$385.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	Marcero, Laura A	09205-001	10/30/2020	Prepare for and participate in discussion with Tacit, Debtors' Counsel re: November leases, transition services agreement matters, final contract lists, and other items.	1.2	\$985.00	\$1,182.00
3	Meeting/Teleconference w/Statutory Committees, Counsel or Advisors	McCormack, David	09205-001	10/30/2020	Prepare for and participate in discussion with Tacit, Counsel, and other advisors to review outstanding open issues re: November leases, transition services agreement matters, final contract lists, and other items.	0.9	\$550.00	\$495.00
						MATTER 3 SUBTOTAL	16.1	\$11,573.00
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/2/2020	Prepare for TSI Hearing re: DIP budget and final review of motion orders .	1.9	\$1,195.00	\$2,270.50
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/2/2020	Attend TSI Hearing on DIP.	0.5	\$1,195.00	\$597.50
4	Court Hearings/Preparation	Gupta, Abhimanyu	09205-001	10/2/2020	Prepare for and attend DIP hearing.	0.4	\$750.00	\$300.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/2/2020	Prepare for TSI Hearing re: final review of motion orders and DIP budget.	1.9	\$985.00	\$1,871.50
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/2/2020	Prepare for and participate in TSI Hearing re: DIP.	0.5	\$985.00	\$492.50
4	Court Hearings/Preparation	McCormack, David	09205-001	10/2/2020	Attend Interim DIP Hearing.	0.4	\$550.00	\$220.00
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/9/2020	Attend hearing re: Bid Procedures and Second Interim DIP.	1.5	\$1,195.00	\$1,792.50
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/9/2020	Attend Town Sports - Bid Procedures and Second Interim DIP Hearing.	0.8	\$1,195.00	\$956.00
4	Court Hearings/Preparation	Gupta, Abhimanyu	09205-001	10/9/2020	Attend the hearing on bid procedures and final DIP.	0.4	\$750.00	\$300.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/9/2020	Prepare for and participate in hearing re: Bid Procedures and Second Interim DIP.	1.5	\$985.00	\$1,477.50
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/9/2020	Participate in TSI hearing re: Bid Procedures and Second Interim DIP Hearing.	0.4	\$985.00	\$394.00
4	Court Hearings/Preparation	McCormack, David	09205-001	10/9/2020	Attend Bid Procedures and Second Interim DIP Hearing.	0.4	\$550.00	\$220.00
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/14/2020	Review of second day motion agenda and orders.	0.5	\$1,195.00	\$597.50
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/14/2020	Review of 2nd day motion agenda and orders.	0.5	\$985.00	\$492.50
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/15/2020	Prepare for 2nd day hearing.	0.5	\$1,195.00	\$597.50
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/15/2020	Prepare for 2nd day hearing and communications with Huron team and Debtors' counsel.	0.8	\$985.00	\$788.00
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/16/2020	Prepare for and participate in internal discussion and follow up for DIP hearing.	0.5	\$1,195.00	\$597.50
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/16/2020	Attend TSI professionals preparation in advance of hearing.	0.5	\$1,195.00	\$597.50
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/16/2020	Participate in TSI hearing re: second day/Final DIP.	0.5	\$1,195.00	\$597.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/16/2020	Prepare for and participate in internal discussion and follow up for DIP hearing with Huron team and Debtors' counsel.	0.6	\$985.00	\$591.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/16/2020	Participate in TSI professionals preparation meeting in advance of hearing.	0.6	\$985.00	\$591.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/16/2020	Attend Town Sports - second day/Final DIP hearing	0.5	\$985.00	\$492.50
4	Court Hearings/Preparation	McCormack, David	09205-001	10/16/2020	Attend Final DIP Hearing.	0.3	\$550.00	\$165.00
4	Court Hearings/Preparation	DiDonato, John C	09205-001	10/23/2020	Participate in Section 341 meeting of creditors.	0.4	\$1,195.00	\$478.00
4	Court Hearings/Preparation	Gupta, Abhimanyu	09205-001	10/23/2020	Attend the 341 hearing.	0.3	\$750.00	\$225.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/23/2020	Attend Section 341 Meeting of creditors.	0.4	\$985.00	\$394.00
4	Court Hearings/Preparation	Marcero, Laura A	09205-001	10/23/2020	Prepare for Section 341 Meeting of creditors.	1.1	\$985.00	\$1,083.50
4	Court Hearings/Preparation	McCormack, David	09205-001	10/23/2020	Attend TSI 341 meeting.	0.4	\$550.00	\$220.00
					MATTER 4 SUBTOTAL	19.0		\$19,400.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/5/2020	Prepare for and attend daily conference call with TSI team re: preparation of statements and schedules.	1.0	\$1,195.00	\$1,195.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Gupta, Abhimanyu	09205-001	10/5/2020	Initiate discussion with Epiq to assist with the Debtors' SOAL/SOFAs.	1.2	\$750.00	\$900.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/5/2020	Prepare for and attend daily meeting to discuss the preparation of statements and schedules.	1.1	\$985.00	\$1,083.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/5/2020	Prepare for and attend meeting with Epiq, YCST and Huron team to discuss the preparation of statements and schedules.	1.0	\$985.00	\$985.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with claims and noticing agent and CRO team to discuss SOFA/SOAL preparation and workplan.	1.1	\$550.00	\$605.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/5/2020	Prepare for and attend meeting with Debtors' claims agent, counsel and CRO team to discuss the preparation of statements and schedules.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/6/2020	Prepare for and meet with Huron team, Epiq team, YCST team, and TSI finance team for SOAL/SOFA kickoff.	1.1	\$1,195.00	\$1,314.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and attend meeting with Epiq to coordinate the process of preparing SOFA & SOAL.	1.6	\$750.00	\$1,200.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/6/2020	Prepare for and participate in conference call with Huron team, Epiq, YCST, and TSI finance team for SOAL/SOFA kickoff.	0.6	\$985.00	\$591.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/6/2020	Prepare for and meet with Huron team to discuss SOALS/SOFAS and MOR.	0.6	\$985.00	\$591.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/6/2020	Prepare for and participate in internal CRO team discussion re: bankruptcy reporting (MOR & SOFA/SOAL).	0.6	\$550.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/6/2020	Prepare for and participate in SOFA/SOAL kickoff meeting with TSI accounting and finance teams, Counsel, Claims and Noticing Agent, and CRO team.	1.2	\$550.00	\$660.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/6/2020	Prepare for and participate in conference call with Huron team re: SOALS/SOFAS and MOR.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend call with CRO team, Epiq, YCST, and TSI finance team re: SOAL/SOFA kickoff.	1.1	\$300.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Review communications from Debtors' counsel regarding Debtors' filing and case status.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Review preliminary case information regarding the Debtors SOAL/SOFA and compile questions to discuss with Huron team.	2.1	\$695.00	\$1,459.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Participate in team meeting with CROs regarding case status and timing of SOAL/SOFA filing.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	In preparation for meeting with TSI management compile SOALS, review and analyze comparable company recently filings.	1.7	\$695.00	\$1,181.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	In preparation for meeting with TSI management compile SOFAs, review and analyze comparable company recently filings.	1.5	\$695.00	\$1,042.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Prepare for and participate for call with claims agent, TSI management and Debtor's counsel re: filing the Debtors SOAL/SOFA/MORs.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Prepare for and participate in call with Epiq regarding process for populating SOFA/SOAL.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Prepare for and participate for call with claims agent and TSI management regarding the Debtors' SOAL/SOFA/MOR filing.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/6/2020	Review the Debtors' organizational structure to identify employees to assist in leading data collection to compile SOFA/SOALS.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Prepare for and participate in discussion with Epiq and TSI management re: follow up of Debtors' SOALS.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Prepare for and participate in discussion with Epiq and TSI management re: follow up of Debtors' SOFAs.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Prepare for and participate in discussion with Epiq regarding SOFA/SOAL status and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Review and update SOAL and SOFA work plans incorporating commentary from the Huron Team, Epiq and TSI management.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Draft and review email to TSI management regarding SOAL / SOFA work plans and next steps.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/7/2020	Participate in conference call with CRO Team regarding the status of SOAL/SOFAs and next steps.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/8/2020	Communications to TSI regarding the Debtors' SOAL/SOFA workplan and status.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/8/2020	Correspondence with YCST regarding the Debtors IDI and documents provided.	0.6	\$695.00	\$417.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Prepare for and participate in conference call with TSI management regarding the Debtors executory contracts and unexpired leases in preparation for SOAL Schedule G.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Prepare for and participate in conference call with Epiq regarding SOAL/SOFA process and status.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Prepare for and participate in conference call with TSI management / Ops / HR regarding the Debtors executory contracts and unexpired leases.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Participate in conference call with Epiq regarding reconciliation of the SOAL to the Debtor balance sheets, proposed output to be provided by Epiq for both the Debtors' SOAL/SOFAs.	1.8	\$695.00	\$1,251.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Draft and review correspondence to TSI management re: status of SOAL/SOFA workplan.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/8/2020	Participate in various discussions with TSI management with respect to executory contracts and unexpired leases in preparation for the Debtors' SOAL Schedule G.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, Marcero, Laura A & Schedules		09205-001	10/9/2020	Participate in the daily conference call re: the Debtors' SOAL/SOFA status update.	0.4	\$985.00	\$394.00
5	Case Reporting: UST Rpts, Statements, Quintile, Amanda & Schedules		09205-001	10/9/2020	Prepare for and participate in the Debtors' SOAL/SOFA status update call.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Prepare for and participate in conference call with TSI management and Epiq regarding SOAL/SOFA status and next steps	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review and incorporate commentary received from TSI management, CRO Team and Epiq into the Debtors' SOAL workplan.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review and incorporate commentary received from TSI management, CRO Team and Epiq into the Debtors' SOFA workplan.	1.9	\$695.00	\$1,320.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review correspondence received from TSI legal with respect to SOAL/SOFA and respond re: same.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review and analyze data provided to the UST re: initial debtors interview with respect to the Debtors' balance sheets.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review and analyze data provided to the UST re: initial debtors interview with respect to the intercompany transfers.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Review the Company's organization chart in preparation for the Debtors' SOAL/SOFAs.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/9/2020	Participate in various communications with Epiq team re: status of Debtors' SOAL/SOFAs and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/10/2020	Participate in conference call with CRO and Deputy CRO re: status of the Debtors' SOAL/SOFA.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, Marcero, Laura A & Schedules		09205-001	10/12/2020	Prepare for and participate in status call re: the Debtors' SOAL/SOFAs.	0.7	\$985.00	\$689.50
5	Case Reporting: UST Rpts, Statements, Quintile, Amanda & Schedules		09205-001	10/12/2020	Participate in status update call re: the Debtors' SOAL/SOFAs.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan to include files received from Debtors, review file and formulate questions with respect to SOFA P2, Q4.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Review and respond to correspondence from TSI management, Epiq and Debtors' counsel regarding the Debtors' SOAL/SOFAs and file share set up.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Prepare for and participate in The Debtors' SOAL/SOFA status call with TSI management and Epiq.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Correspondence with TSI regarding SOAL/SOFA file share and update file share with TSI folks identified.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan to include files received from Debtors, review file and formulate questions with respect to SOFA P1, Q3 and discussion with Epiq re: same.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Draft and review correspondence to YCST regarding the Debtors Schedule G, customer/membership contracts.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan re: questions with respect to SOFA P7, Q14 and correspondence to TSI and Epiq teams.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan to include files received from Debtors, review file and formulate questions with respect to SOFA P2, Q3 and discussion with Epiq re: same.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Participate in discussion with TSI regarding company codes in the Debtors' accounting system and mapping to Debtor entities.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan to include files received from Debtors, review file and formulate questions with respect to SOAL PP&E and schedule F.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, Vidal, Adriana & Schedules		09205-001	10/12/2020	Update and review the Debtors SOAL/SOFA workplan to include files received from Debtors, review file and formulate questions with respect to SOAL schedule G.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, Marcero, Laura A & Schedules		09205-001	10/13/2020	Participate in status meeting re: the Debtors SOAL/SOFAs.	0.8	\$985.00	\$788.00
5	Case Reporting: UST Rpts, Statements, Quintile, Amanda & Schedules		09205-001	10/13/2020	Prepare for and participate in status meeting re: the Debtors SOAL/SOFAs.	0.5	\$300.00	\$150.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Prepare for and participate in daily conference call with TSI management and Epiq teams re: SOAL/SOFA status, open items and follow up questions.	1.0	\$695.00	\$695.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Participate in discussion with Epiq regarding the Debtors SOAL/SOFA and status of schedule G.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Draft and review email to TSI management and Epiq re: updated SOAL/SOFA workplans, process to submit files, etc.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Participate in discussion with Epiq team regarding the Debtors SOAL schedule G current state and next steps.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Correspondence with Deputy CRO and YCST re: Debtors 2015.3 report.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Correspondence with TSI and Epiq regarding SOAL/SOFA file share and update file share to provide access to folks identified by TSI management.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Correspondence with YCST re: SOAL schedule G and customer/members agreements.	0.1	\$695.00	\$69.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Correspondence with TSI regarding SOFA and status.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/13/2020	Correspondence with TSI regarding SOAL and status.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/14/2020	Attend daily status conference call re: the Debtors' SOAL/SOFA.	0.9	\$985.00	\$886.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/14/2020	Prepare for and attend SOAL/SOFA status call with Epiq, K&E, YCST, and Huron team.	0.7	\$985.00	\$689.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/14/2020	Participate in the daily status call re: the Debtors' SOAL/SOFA.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/14/2020	Prepare for and attend SOAL/SOFA touchpoint with Epiq team, K&E Team, YCST team, and CRO team.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Prepare for and participate in meeting with TSI management and Epiq teams re: SOAL/SOFA status, open items and follow up questions.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Draft and review correspondence with respect to the status of the Debtors financial statements in support of the SOAL and Schedule G.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Correspondence and calls with TSI and CRO team re: executory contracts and unexpired leases.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Prepare for and participate in conference call with YCST and Epiq teams re: SOAL/SOFA status and timing.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Review and update company code / Debtor name mapping with data received from TSI with respect to the Debtors' SOAL/SOFA.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Review and analyze documentation prepared by TSI management and shared with the US Trustee re: initial debtor interview.	2.4	\$695.00	\$1,668.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Review and analyze balance sheet by Debtor provided to the UST re: initial debtor interview.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Review and cross reference Schedule G versus the critical vendor listing to identify potential additional executory contracts and unexpired leases.	2.2	\$695.00	\$1,529.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Correspondence with TSI and Epiq re: SOAL schedule G, critical vendors, etc.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Communications with Huron team re: SOAL/ SOFA current state.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Communications with TSI re: SOAL/ SOFA current state and open items.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/14/2020	Review and cross reference certain executory contracts and unexpired leases in the data room re: asset sale versus the Debtors' Schedule G.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/15/2020	Attend daily meeting on SOAL / SOFA status.	0.7	\$1,195.00	\$836.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/15/2020	Participate in daily meeting re: SOAL / SOFA status.	0.5	\$985.00	\$492.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/15/2020	Prepare for and participate in status call re: Debtors SOAL/SOFA.	1.1	\$300.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Prepare for and participate in meeting with Epiq teams and TSI management re: SOAL/SOFA status, open items and follow up questions.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL schedule G status and open items.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with Epiq regarding SOAL Schedule G and next steps.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with YCST and Epiq regarding SOAL Schedule G and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with TSI management regarding SOAL financial data and period.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Review and update critical vendor list to include if captured in the Debtors schedule G.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Communications with TSI regarding the status of Debtors TSI Elite Back Bay, LLC and TSI Back, LLC and forward petitions filed for each.	0.5	\$695.00	\$347.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Review and analyze the Debtors SOAL Schedule F and correspondence with TSI re: same.	2.1	\$695.00	\$1,459.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/15/2020	Review and analyze the consolidating Debtors updated prepetition liabilities on the balance sheet and discussion with TSI re: same.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/16/2020	Prepare index of files in SOFA/SOAL data room for ease of reference.	0.6	\$550.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/16/2020	Attend status call re: the Debtors' SOAL/SOFA.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Communications with Epiq regarding SOAL/SOFA data received from TSI.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Participate on conference call with TSI with respect to status of the Debtors' SOAL/SOFA workstream, next steps, and weekend status call.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Review and update the Debtors' mapping to company code in accounting system to Debtor entity name pursuant to data provided by TSI.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Various discussions with Epiq regarding Debtors SOAL/SOFA status and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Review and update SOAL workplan with data provided by TSI.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/16/2020	Review and update SOFA workplan with data provided by TSI.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/17/2020	Attend weekend SOAL/SOFA status call.	0.8	\$1,195.00	\$956.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/17/2020	Draft responses to emails addressing: governance cure analysis and SOFA schedules.	0.5	\$1,195.00	\$597.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/17/2020	Review workplan re: SOAL/SOFA status call and participate in weekend status call.	1.4	\$985.00	\$1,379.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/17/2020	Review and provide feedback to Huron and Epiq teams re: the Debtors SOAL/SOFAs workstream.	1.3	\$985.00	\$1,280.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/17/2020	Prepare for and attend daily status call re: the Debtors SOAL/SOFAs.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL/SOFA status and open items.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and draft questions with respect to the Debtors response to debt restructuring payments on SOFA.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update SOAL/SOFA workplans with data received from Epiq and potentially responsive files provided by the Debtors and review re: same.	1.5	\$695.00	\$1,042.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Participate in conference call with Epiq with re: pending litigation included in the Debtors SOAL/SOFAs.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update the Debtors company code mapping, debtors name and bankruptcy court case reference.	0.1	\$695.00	\$69.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review the Debtors consolidating 8/31 balance sheet and incorporate Debtor name, bankruptcy case and company code mapping to Debtor in preparation for SOAL asset reconciliation.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P1, Q2 and populate SOAL master file.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Participate in conference call with Epiq with respect to SOAL/SOFA regarding status and timing.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Participate in conference call with TSI management re: SOAL deferred revenue.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update the Debtors latest turn of the consolidating 8/31 balance sheet and incorporate Debtor name, bankruptcy case and company code mapping to Debtor in preparation for SOAL asset reconciliation.	1.7	\$695.00	\$1,181.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P1, Q2 and populate SOAL master file and preliminary reconciliation to balance sheet (consolidated balance).	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P1, Q3 and populate SOAL master file and preliminary reconciliation to balance sheet (consolidated balance).	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P2, Q7 and populate SOAL master file and preliminary reconciliation to balance sheet (consolidated balance).	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Communications with TSI regarding SOAL/SOFA open questions/status.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P2, Q8 and populate SOAL master file and preliminary reconciliation to balance sheet (consolidated balance).	1.8	\$695.00	\$1,251.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P3, Q11 and partial population of SOAL master file and preliminary reconciliation to balance sheet (consolidated balance) for certain GL accounts and email to staff asking to populate Debtors case # and name.	2.1	\$695.00	\$1,459.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/17/2020	Review and update Debtors response to SOAL AB, P11, Q71 and populate SOAL master file and preliminary reconciliation to balance sheet (consolidated balance).	1.3	\$695.00	\$903.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/18/2020	Prepare for and attend SOAL/SOFA status update call.	0.9	\$985.00	\$886.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/18/2020	Prepare for and attend call to discuss deferred revenue for SOAL Schedule E/F.	0.8	\$985.00	\$788.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Prepare for and participate in status call re: the Debtors' SOAL/SOFA.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Prepare for and participate in call with YCST and TSI management re: deferred revenue for SOAL Schedule E/F.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL PPE & intangibles from the Debtors fixed asset and intangible ledger based on the major and minor categories for the PPE and intangibles.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL AB P7, Q39 with the current value of all debtors office furniture.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL AB P7, Q41 with the current value of all debtors office equipment broken down by computer hardware and computer software.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL AB P8, Q50 with the current value of all debtors other machinery/ equipment broken down by exercise equipment and laundry machines/ dryers.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update SOAL AB P9, Q55 with the current value of all debtors real property for leasehold improvements.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL AB P10, Q64 with the current value of all debtors intangibles/ IP broken down by legal/ accounting fees.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and update analysis for SOAL AB P10, Q65 with the current value of all debtors goodwill.	0.6	\$300.00	\$180.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Update SOAL AB P3, Q11 with case number and Debtors' name for each of the clubs utilizing the debtor code mapping file to identify based on the club location # for each chart of account.	0.6	\$300.00	\$180.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and analyze PPE intangible register raw data provided by TSI team re: SOAL AB P7- P10 for the 162 Debtors.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and map PPE intangible register raw data to each of the SOAL AB P7- P10 format and include source data for 162 Debtors.	1.4	\$300.00	\$420.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Compile and review data in re: SOAL AB P7-10 for the 162 Debtors.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/18/2020	Review and reconcile construction in progress breakdown and map data to the 162 Debtors in preparation for SOAL AB P7- P10.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare for and participate in daily meeting with TSI management and Epiq teams re: SOAL/SOFA status, open items and follow up questions.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update the Debtors' SOAL work plan with input received from TSI, Epiq and compile questions re: certain asset categories.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update the Debtors' SOFA work plan with input received from TSI and Epiq.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Participate on conference call with TSI team regarding PPE and intangible assets data submitted as of 8/31.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Communications with Huron team re: the Debtors' SOAL responsive to prepaid, fixed, and intangible assets.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Communications with Huron team with respect to the Debtors' SOAL re: Debtors fixed and intangible assets.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Communications with TSI with respect to SOAL updates re: Debtors fixed and intangible and construction in progress assets.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Participate on conference call with YCST and TSI team re: SOAL disclosure with respect to deferred revenue.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Communications with CRO team with respect to SOAL updates re: Debtors' fixed and intangible and construction in progress assets.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Discussions with Epiq regarding the status of Debtors SOAL/SOFA and deferred revenue.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review the Debtors intercompany receivable/payable schedules for SOAL.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Participate in discussions with TSI management re: Debtors intercompany receivable/payable schedules for SOAL.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Update and review the Debtors SOAL AB P3 Q11.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and communications with Epiq re: critical vendor contracts for SOAL G.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update certain sections of the Debtors SOAL AB with updated data received from the Debtors.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update the Debtors' SOAL work plan with input received from Epiq.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review the Debtors' SOAL AB P1 Q3 and ask TSI to include bank account categories.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare and review SOAL - AB, P1, Q3 exhibit and draft questions/email regarding same for TSI's review and response.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare and review SOAL AB P2 Q7 exhibit and draft questions/email regarding same for TSI's review and response.	0.2	\$695.00	\$139.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare and review SOAL AB P2 Q8 exhibit and draft questions/email regarding same for TSI's review and response.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare and review SOAL AB P3 Q11 exhibit and draft questions/email regarding same for TSI's review and response.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Prepare and review SOAL AB P11 Q71 exhibit and draft questions/email regarding same for TSI's review and response.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update the Debtors' SOAL work plan with input received from CRO team, TSI, and Epiq.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Review and update the Debtors' SOFA work plan with input received from CRO team, TSI, and Epiq.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/18/2020	Participate in discussion with Epiq regarding SOAL schedule F deferred revenue.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/19/2020	Review of SOFA and schedules email exchanges and work plan.	0.8	\$1,195.00	\$956.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/19/2020	Attend daily meeting re: SOAL/SOFA status.	0.5	\$985.00	\$492.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/19/2020	Review latest turn of the Debtors' SOAL/SOFAs and provide feedback to Huron and Epiq team.	2.3	\$985.00	\$2,265.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Participate in daily status call re: the Debtors' SOAL/SOFA.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update SOAL AB P7-P10 with commentary received from the CRO team.	1.1	\$300.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update the Debtors' SOAL AB P7-P10 based on feedback and edits received from the CRO team.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update data provided by TSI finance team for SOAL AB P11, Q77 and Schedule F for the 162 debtors.	0.6	\$300.00	\$180.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update intercompany receivable and payables raw data received from TSI to populate the Debtors SOAL inclusive of debtor name, case number and supporting chart of accounts for the 162 debtors.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and analyze updated intercompany receivable/payable balances in preparation for SOAL Schedule AB and F.	1.6	\$300.00	\$480.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update the Debtors SOAL AB P11, Q77 with latest data received from Debtors.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update the Debtors SOAL Schedule F.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Review and update the Debtors' SOAL AB P7-P10 based on feedback/edits received from CRO team.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Update initial draft of global notes to include all relevant docket entries in support of the Debtors' SOALS for the CRO team's review.	1.8	\$300.00	\$540.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/19/2020	Update initial draft of global notes to include all relevant docket entries in support of the Debtors' SOFAs for the CRO team's review.	1.4	\$300.00	\$420.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Prepare for and participate in conference call with Epiq team and TSI management re: the Debtors' SOAL/SOFA status and follow up items.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Communications with HL, YCST and CRO team regarding certain contracts in the data room with respect to APA and to list on the Debtors' SOAL schedule G.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Participate in conference call with CRO team re: SOAL PP&E, intangible assets, and intercompany receivable and payable.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Communications with YCST and Epiq regarding SOFA 31 for all Debtors.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Communications with TSI re: SOAL AB P10 Q60-65 and updates to schedule.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL schedule AB P7 Q39-45.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL schedule AB P8 Q47-53 and AB P9 Q55-58.	1.7	\$695.00	\$1,181.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL schedule AB P3 Q11 with commentary received from TSI and correspondence re: same.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL schedule AB P11 Q71 with commentary received from TSI and correspondence re: same.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL schedule F - intercompany payables with commentary received from TSI and correspondence re: same.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Review and update the Debtors SOAL/SOFA work plans.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Prepare for and participate in conference call with Epiq teams re: SOAL/SOFA status and timing of drafts.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Participate in discussion with Epiq re: SOAL status update.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Correspondence and discussions with TSI management and Epiq missing SOAL/SOFA data.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Communications with CRO Team and Epiq re: SOAL/SOFA draft global notes.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Participate in conference call with Epiq team re: SOAL PP&E, intangible assets, and other assets.	0.7	\$695.00	\$486.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Correspondence with YCST and Epiq re: SOAL assets and status of SOAL/SOFA.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Participate on conference call with TSI regarding timing of bankruptcy reports and SOAL/SOFA open items.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/19/2020	Participate on conference call with Epiq regarding SOAL/SOFA open items.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/20/2020	Review and analyze historical internally prepared financial statements included in the Debtors' SOAL workplan.	1.1	\$1,195.00	\$1,314.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/20/2020	Review the latest workplan for the Debtors' SOAL/SOFAs.	0.9	\$985.00	\$886.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/20/2020	Attend status update re: 162 Debtors' SOAL/SOFAs.	0.7	\$985.00	\$689.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Prepare for and participate in daily conference call with Epiq team and TSI team re: the Debtors' SOAL/SOFA status update.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and update the Debtors' SOAL AB P11, Q77 based on feedback from TSI finance team.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and update the Debtors' SOAL schedule F based on feedback from TSI finance team.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and update the Debtors' SOAL AB P7-P10 based on feedback/ edits received from YCST team.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P1, Q2 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P1, Q3 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P3, Q11 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P2, Q8 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P9, Q55 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P8, Q50 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P7, Q39-45 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P8, Q47-53 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P10, Q60-65 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and reconcile the Debtors' SOAL AB P2, Q7 output vs the Debtors' detailed balance sheet as of 8/31 and identify variances.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/20/2020	Review and compile summary of reconciliation of the Debtors' SOAL AB P3, Q11 for TSI's review and approval.	0.6	\$300.00	\$180.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL/SOFA status of open items.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Various communications with CRO team re: the Debtors' SOAL PP&E and intangible assets update to schedule pursuant to direction from counsel.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Correspondence with YCST, TSI and Epiq re: SOAL / SOFA updates.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Participate in conference call with Epiq re: SOAL / SOFA updates to initial draft.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Correspondence with YCST regarding SOALs bank accounts, accounts receivable and intangible assets.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Review and update the Debtors' draft global notes in support of the Debtors' SOAL/SOFA.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Continue to update and review the Debtors' draft global notes.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Various communications with TSI and Epiq re: SOAL AP, accounts receivable and intercompany transactions.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Communications with Epiq regarding status of SOAL updates for Schedule F.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Participate in call with CRO team re: case status and the Debtors' SOAL/SOFA status.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Communications with CRO team staff re: Debtors' PP&E and Intangibles assets.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Various communications with TSI re: the Debtors' SOAL accounts receivable data.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Participate in conference call with Epiq re: SOAL / SOFA status of updates to initial draft.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/20/2020	Review and update analysis of the Debtors' SOAL AB P3 Q11 and correspondence with TSI re: same.	1.1	\$695.00	\$764.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/21/2020	Review latest turn of the Debtors' workplan re: SOAL/SOFAs.	0.4	\$1,195.00	\$478.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/21/2020	Review global notes to the Debtors' SOAL/SOFAs.	0.6	\$1,195.00	\$717.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/21/2020	Attend daily status call re: Debtors' SOAL/SOFAs.	0.6	\$985.00	\$591.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Prepare for and participate in daily meeting re: the Debtors' SOAL/SOFAs.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Prepare for and attend status call with CRO team and Epiq re: the Debtors' SOFA 3.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and compile summary of reconciliation of the Debtors' SOAL AB P11, Q71 for TSI's review and approval.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and reconcile SOAL AB P11, Q71 by mapping COA accounts to company balance sheet as of 8/31 and identify variances.	1.6	\$300.00	\$480.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and update summary of reconciliation of the Debtors' SOAL AB P3, Q11 based on feedback from TSI management.	1.8	\$300.00	\$540.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and update summary of reconciliation of the Debtors' SOAL AB P11, Q71 for TSI's review and approval.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and update summary reconciliation for the Debtors' SOAL AB P3, Q11 based on feedback received from TSI management.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and analyze initial draft of SOAL excel output provided by Epiq team.	1.1	\$300.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/21/2020	Review and analyze initial draft of SOFA excel output provided by Epiq team.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Prepare for and participate in daily meeting with TSI and Epiq teams re: the Debtors' SOAL/SOFAs open items and next steps.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Correspondence with Epiq regarding Debtors SOAL/SOFAs.	0.1	\$695.00	\$69.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and analyze TSI's club location database re: lease rejections and potential damages.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Correspondence and communications with TSI regarding SOAL/SOFA review and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Correspondence and communications with TSI regarding the Debtors' MOR and next steps.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and update the draft Debtors' SOAL/SOFA global notes for Debtors counsel, CRO/Deputy CRO, and TSI's review and commentary.	2.1	\$695.00	\$1,459.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Participate in conference call with TSI and Epiq regarding deferred revenue.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Prepare for and participate in conference call with TSI management and Epiq team re: certain SOFA questions.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review data received from the Debtors re: SOFA and correspondence re: same.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and cross-reference supporting data received from the Debtors responsive to SOALS vs balance sheet as of 8/31.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Communications with TSI re: draft SOAL/SOFAs to review and provide feedback.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and update the Debtors SOAL accounts receivable balance and follow-up with TSI re: same.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and update the Debtors SOAL intercompany receivable/payables balances and follow-up with TSI re: same.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Communications with TSI and Epiq re: additional executory/unexpired leases for Debtors SOAL.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and update global notes to the Debtors' SOAL/SOFAs and correspondence with TSI and YCST.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review data received from TSI re: deferred revenue for SOAL and correspondence with Epiq and TSI regarding Debtors re: same.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Prepare for and participate in discussion with TSI and Epiq re: company code mapping for Debtors SOAL/SOFAs.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Review and update the Debtors' SOAL schedule for intangibles.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/21/2020	Participate in conference call with YCST and Epiq re: the Debtors SOAL/SOFAs.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/22/2020	Participate in call with K&E, YCST, TSI and Huron team re: the Debtors' SOAL / SOFA review session.	2.2	\$1,195.00	\$2,629.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/22/2020	Review and respond to correspondence re: the Debtors' SOAL/ SOFAs.	0.3	\$1,195.00	\$358.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/22/2020	Review the Debtors latest turn of the SOAL/SOFA for Town Sports International, LLC.	1.4	\$985.00	\$1,379.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/22/2020	Participate in review session of the Debtors' SOAL / SOFAs with YCST, K&E, TSI and Huron team.	2.1	\$985.00	\$2,068.50
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/22/2020	Prepare for and participate in SOFA/SOAL review session.	0.4	\$550.00	\$220.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/22/2020	Attend daily conference call re: the Debtors' SOAL/SOFA status.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/22/2020	Prepare for and attend SOAL/SOFA review session with CRO team, Epiq team, YCST team, and K&E team.	1.9	\$300.00	\$570.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/22/2020	Compile and review detailed summary of the 162 debtors for the SOAL schedules.	1.6	\$300.00	\$480.00

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Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/22/2020	Compile and review detailed summary of the 162 debtors for the SOFA schedules.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL/SOFA status, open items and next steps.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Communications with Epiq and YCST regarding the status of the Debtors' SOAL/SOFAs.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Review and update the Debtors' SOALs with data received from TSI with respect to assets.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Review the Debtors latest turn of the SOAL output files in preparation for discussion with YCST, K&E and Epiq.	3.2	\$695.00	\$2,224.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Review the Debtors latest turn of the SOFA output files in preparation for discussion with YCST, K&E and Epiq.	2.8	\$695.00	\$1,946.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Prepare for discussion with K&E, YCST, CROS and TSI with respect to review of the Debtors SOAL/SOFAs.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/22/2020	Participate in conference call with K&E, YCST, CROS and TSI with respect to review of the Debtors SOAL/SOFAs.	2.1	\$695.00	\$1,459.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/23/2020	Prepare for and attend the Debtors' daily status call re: the Debtors' SOAL/SOFAs.	0.8	\$985.00	\$788.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/23/2020	Prepare for and participate in discussion with TSI accounting team and CRO team to discuss Monthly Operating Report for September 2020.	0.6	\$550.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/23/2020	Prepare for and attend daily meeting re: the Debtors' SOAL/SOFAs.	0.6	\$300.00	\$180.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/23/2020	Prepare for and attend MOR format discussion with CRO team and TSI management.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL/SOFA follow up items to file.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Participate in various communications with Epiq regarding data received to populate the SOALS for the 162 Debtors.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Communications with TSI and YCST regarding rule 2015.3 reporting of non-debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Prepare for and participate in conference call with TSI management re: MOR reporting.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Review and compile draft of the exhibits to rule 2015.3 reporting of non-debtor subsidiaries and communications with TSI re: same.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Communications with TSI and YCST regarding the rule 2015.3 reporting of non-debtors confirming ownership interest.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Review and analyze data provided by the Debtors with respect to deferred revenue.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Review data received from the Debtors to populate SOFAs and draft questions re: same.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Participate in conference call with Epiq regarding the Debtors mapping of company codes.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Review and identify company codes not previously mapped to Debtors.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Participate in conference call with TSI regarding the Debtors mapping of company codes and new company codes not previously identified.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/23/2020	Participate in conference call with Epiq regarding the Debtors SOFA 4.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/24/2020	Review the Debtors' initial intercompany activity proposed for the Debtors' SOFA 4.	0.4	\$985.00	\$394.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/24/2020	Review draft of certain Debtor entities SOAL/ SOFAs and provide feedback to the Huron team.	2.3	\$985.00	\$2,265.50
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/24/2020	Review draft of global notes for SOFA/SOAL to ensure accuracy and provide comments.	0.6	\$550.00	\$330.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/24/2020	Review operating agreements with non-debtors in preparation for the Rule 2015.3 reporting.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/24/2020	Review and analyze data provided by the Debtors in support of deferred revenue.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/24/2020	Draft and review email to K&E, YCST, CROS and TSI regarding the Debtors deferred revenue and treatment in SOALS.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/25/2020	Review data available in DIP Budget to compile MOR-1.	1.0	\$550.00	\$550.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/25/2020	Prepare format for MOR-1 using available data.	1.2	\$550.00	\$660.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/25/2020	Participate in conference call with YCST regarding SOAL/SOFAs status and filing timing.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/25/2020	Participate in conference call with Epiq regarding SOAL/SOFAs status, open items, etc.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/25/2020	Various communications regarding the Debtors deferred revenue and presentation in the SOALS with Debtors' counsel and TSI team.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/26/2020	Discuss with Huron team and TSI the Debtors' initial intercompany activity proposed for the Debtors' SOFA 4.	0.8	\$1,195.00	\$956.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/26/2020	Continue to review intercompany analysis and provide feedback.	0.9	\$985.00	\$886.50

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Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/26/2020	Compile and review all bank activity from the Debtors' bank accounts including BankUnited, JP Morgan Chase, Bank of America, and Deutsche Bank for post-petition period in September and review to determine whether sufficient information is available to compile MOR-1.	2.4	\$550.00	\$1,320.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/26/2020	Supplement draft of MOR-1 using weekly disbursement data and bank account activity from DIP Budget.	2.1	\$550.00	\$1,155.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/26/2020	Review new format of bank data provided by TSI finance team to determine usability for compiling MOR-1.	1.1	\$550.00	\$605.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/26/2020	Compile and review the latest turn of the Debtors' SOAL output in order to prepare summary for the 162 debtors.	1.9	\$300.00	\$570.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review and update the non-debtor financial statements as of 8/31/20 in preparation for rule 2015.3 reporting.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with TSI regarding MOR and SOAL/SOFA for additional 42 debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Update and review the non-debtor financial statements as of 8/31/20 and description of non-debtor entities in preparation for rule 2015.3 reporting and conference call re: same with TSI.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with YCST regarding SOAL/SOFA for newly added 42 debtors and MOR for 162 debtors.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with Epiq regarding SOAL/SOFA for 162 debtors and newly added 42 debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with TSI and CRO Team regarding the Debtors' MOR status, format and timing of report.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review of emails re: additional litigation to include in the Debtors' SOAL/SOFA and correspondence with Epiq.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Various communications with YCST and TSI regarding ownership percentages of non-debtor entities in preparation for rule 2015.3 reporting.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Communications with Epiq regarding the Debtors' intercompany receivable/payables on the SOALS.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Q2, 3 and 7 for all Debtors.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Q8, 11 and 15 for all Debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Q39, 41, 47, 50, 55, 60-63, and 65 for all Debtors.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Q72, 74-75 and 77 for all Debtors.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Schedule D for all Debtors.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with Epiq regarding the Debtors' SOAL section AB.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with Epiq regarding the Debtors' SOFA.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Schedule E & H for all Debtors.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Schedule F for all Debtors with respect to basis of claim: litigation, severance, income tax, potential customer and deposit liability.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Schedule F for all Debtors with respect to basis of claim: trade payables and workers compensation claims.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOAL Schedule G for all debtors and discussion with Epiq re: same.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Review latest turn of the SOFA Q1-3 for all Debtors.	1.4	\$695.00	\$973.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/26/2020	Participate in conference call with Epiq regarding the Debtors' SOFA Q1-2 and review source data provided by TSI.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/27/2020	Attend daily status call with Huron team, Epiq and TSI re: Debtors' SOAL/SOFAs.	0.9	\$1,195.00	\$1,075.50
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/27/2020	Review the Debtors' draft 9/30 financial statements in support of the Debtors' MOR.	0.8	\$1,195.00	\$956.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/27/2020	Prepare for and participate in the Debtors' daily MOR Call for 162 Debtors and SOAL/SOFA status call.	0.7	\$985.00	\$689.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/27/2020	Review the Debtors' draft 9/30 financial statements for MOR and correspondence with Huron team and TSI re: same.	0.3	\$985.00	\$295.50
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/27/2020	Continue review of formatted bank data provided by TSI finance team to determine usability for compiling MOR-1.	1.2	\$550.00	\$660.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/27/2020	Prepare for and attend meeting with TSI and CRO team regarding the Debtors' draft 9/30 financial statements for 162 Debtors in preparation for MOR.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/27/2020	Prepare for and attend daily conference call re: MOR for 162 debtors and SOAL/SOFA for 42 new debtors.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/27/2020	Compile and review the latest turn of the Debtors' SOFA output in order to prepare summary for the 162 debtors.	1.2	\$300.00	\$360.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Prepare for and participate in conference call with TSI and CRO Team regarding the Debtors' draft 9/30 financial statements for 162 Debtors in preparation for the MOR.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review and update SOAL/SOFA workplan for 42 Debtors.	2.1	\$695.00	\$1,459.50

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Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: additional 42 Debtors SOAL/SOFAs to compile.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Update and review SOAL/SOFA workplan for 42 Debtors and correspondence re: same with TSI, Epiq and CRO team.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review complaint filed by the AG against the Debtors in support of customer claim to include in the Debtors SOAL/SOFAs and correspondence with TSI and Epiq re: same.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Update fileshare site to include folder for responsive documents to the SOAL/SOFAs for the 42 additional Debtors and correspondence with team re: same.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Participate in discussion with Epiq regarding the Debtors status of 162 Debtors SOAL/SOFAs.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Draft and review correspondence to TSI regarding the Debtors SOAL Schedule F for the 162 Debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review latest turn of the SOFA Q7 for all Debtors and communications with Epiq re: same.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review latest turn of the SOFA Q8-11 for all Debtors and communications with YCST re: same.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review latest turn of the SOFA Q12-20 for all Debtors and communications with YCST and Epiq re: same.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review latest turn of the SOFA Q21-32 for all Debtors and communications with Epiq re: same.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review latest turn of the SOFA Q4 for all Debtors and communications with Epiq re: same.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Participate in conference call with Epiq regarding the SOAL for 162 Debtors status and open items.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Review the Debtors PP&E for the 42 Debtors and correspondence with TSI re: same.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/27/2020	Participate in discussion with YCST regarding the Debtors MOR timing / proposed format, status of 162 Debtors SOAL/SOFAs, and cure notices.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/28/2020	Participate in daily conference call re: the Debtors firs MOR for the stub period thru 9/30. Call for 162 Debtors and SOAL/SOFA status.	0.6	\$1,195.00	\$717.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/28/2020	Attend daily status call with Huron team and TSI re: SOAL/SOFAs for 42 recently filed Debtors.	1.1	\$985.00	\$1,083.50
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/28/2020	Prepare for and participate in follow-up discussion with TSI accounting team and CRO team to continue to review detail of draft September financials and develop questions to aid completion of MORS.	1.0	\$550.00	\$550.00
5	Case Reporting: UST Rpts, Statements, & Schedules	McCormack, David	09205-001	10/28/2020	Prepare for and participate in discussion with TSI accounting team and CRO team to review detail of draft September financials and develop questions to aid completion of MORS.	0.9	\$550.00	\$495.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Prepare for and participate in daily status call with Huron team and TSI re: SOAL/SOFAs for 42 recently filed Debtors.	0.9	\$300.00	\$270.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Compile and review updated SOAL PPE and intangible schedules for the 42 Debtors with latest data received from TSI.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P7, Q39 with the current value of all debtors office furniture.	0.5	\$300.00	\$150.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P7, Q41 with the current value of all debtors office equipment broken down by computer hardware and computer software.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P8, Q50 with the current value of all debtors other machinery/ equipment broken down by exercise equipment and laundry machines/ dryers.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P9, Q55 with the current value of all debtors real property for leasehold improvements.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P10, Q64 with the current value of all debtors intangibles/ IP broken down by legal/ accounting fees.	0.3	\$300.00	\$90.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and update analysis for the 42 Debtors SOAL AB P10, Q65 with the current value of all debtors goodwill.	0.3	\$300.00	\$90.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Review and analyze the PPE intangible register raw data provided by TSI to populate SOAL AB P7- P10 for the 42 debtors.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Compile and review analysis for PPE and intangible register received from TSI to populate SOAL AB P7- P10 for the 42 debtors.	1.4	\$300.00	\$420.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/28/2020	Compile and update analysis for PPE and intangible register to populate SOAL AB P7- P10 for the 42 debtors on a consolidated basis.	1.3	\$300.00	\$390.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Prepare for and participate in daily meeting with TSI management and Epiq team re: status of additional 42 Debtors SOAL/SOFAs and open items.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Review and update SOAL/SOFA workplan for 42 Debtors with data and commentary received from TSI and Epiq.	1.2	\$695.00	\$834.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Draft correspondence to YCST regarding the status of SOAL/SOFAs for the 162 Debtors and open items.	0.4	\$695.00	\$278.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Prepare for and participate in conference call with K&E, YCST, CRO team regarding case status and next steps.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Review and update global notes for 162 debtors SOAL/SOFAs.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Correspondence and communications with YCST and Epiq re: the Debtors' SOAL/SOFAs for the 162 debtors.	0.9	\$695.00	\$625.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Participate in conference call with YCST re: status of the 162 Debtors global notes for the SOAL/SOFAs.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Various communications with TSI re: the Debtors balance sheet and pre/post-petition liabilities.	0.5	\$695.00	\$347.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Review latest turn of the Debtors SOALS for the 162 Debtors and draft questions for TSI and Epiq.	2.9	\$695.00	\$2,015.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/28/2020	Review latest turn of the Debtors SOFAs for the 162 Debtors and draft questions for TSI and Epiq.	2.2	\$695.00	\$1,529.00
5	Case Reporting: UST Rpts, Statements, & Schedules	DiDonato, John C	09205-001	10/29/2020	Attend call with TSI management and Epiq teams re: status of additional 42 Debtors SOAL/SOFAs.	0.7	\$1,195.00	\$836.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/29/2020	Prepare for and attend daily status call re: SOAL/SOFAs for 42 Debtors.	0.3	\$985.00	\$295.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/29/2020	Prepare for and participate in daily status meeting re: SOAL/SOFAs for 42 Debtors.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/29/2020	Compile and review detailed summary of the 42 debtors for the SOAL schedules.	1.9	\$300.00	\$570.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/29/2020	Compile and review detailed summary of the 42 debtors for the SOFA schedules.	1.5	\$300.00	\$450.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/29/2020	Review and reconcile the Debtors' SOAL AB P3, Q11 by mapping COA accounts to company balance sheet as of 9/30 and identify any variances for 42 debtors.	2.1	\$300.00	\$630.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/29/2020	Update SOAL workplan with balance sheet reconciliation and send to CRO team for feedback/ edits.	0.7	\$300.00	\$210.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: status of additional 42 Debtors SOAL/SOFAs, open items and follow up questions.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Communications with YCST, K&E and Epiq regarding the SOAL/SOFAs for the 162 Debtors.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Communications with Deputy CRO regarding the SOAL/SOFAs for the 162 Debtors.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Finalize the SOAL/SOFAs for the 162 Debtors in preparation for filing with the bankruptcy court.	2.6	\$695.00	\$1,807.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review final draft of global notes for the 162 Debtors in preparation for filing with the bankruptcy court.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review the balance sheet as of 9/30 in preparation for the 42 Debtors SOAL/SOFAs.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Communications with Epiq regarding the status of the 42 Debtors SOAL/SOFAs and open items.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Communications with TSI regarding certain open items with respect to the 42 Debtors SOAL/SOFAs.	0.4	\$695.00	\$278.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review and formulate questions re: support received from Debtors to populate accounts receivable for the 43 Debtors SOAL/SOFAs.	0.3	\$695.00	\$208.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review and reconcile the PP&E and intangibles assets support to the Debtors balance sheet in preparation for the 42 Debtors SOALs.	1.6	\$695.00	\$1,112.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review and update SOAL exhibits for the 42 Debtors re: PP&E and intangibles assets.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review and update the SOAL workplan for the 42 Debtors.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Review and update the SOFA workplan for the 42 Debtors.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/29/2020	Correspondence with TSI regarding the 9/30 balance sheet for the 42 Debtors SOAL/SOFAs.	0.2	\$695.00	\$139.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Gupta, Abhimanyu	09205-001	10/30/2020	Participate in call for SOFA / SOAL for additional debtors and provide clarification on post-petition accounting.	1.3	\$750.00	\$975.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Marcero, Laura A	09205-001	10/30/2020	Prepare for and participate in conference call re: status of additional 42 Debtors SOAL/SOFAs.	0.8	\$985.00	\$788.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Quintile, Amanda	09205-001	10/30/2020	Prepare for and participate in daily SOAL/SOFA call for 42 new debtors.	0.8	\$300.00	\$240.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: status of additional 42 Debtors SOAL/SOFAs.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Review and update workplan for the 42 Debtors SOALs with commentary received from Epiq and TSI.	1.1	\$695.00	\$764.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Review and update workplan for the 42 Debtors SOFAs with commentary received from Epiq and TSI.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Participate in conference call with Epiq regarding the 42 Debtors SOAL/SOFAs status, open items and workplan.	0.8	\$695.00	\$556.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Participate in conference call with YCST regarding status and timing to file 42 Debtors SOAL/SOFAs.	0.6	\$695.00	\$417.00
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Review and respond to correspondence with TSI legal regarding SOAL/SOFA data confirmation.	0.7	\$695.00	\$486.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Participate in conference call with Epiq regarding the 42 Debtors SOAL/SOFAs status and timing for filing.	0.9	\$695.00	\$625.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Prepare for and participate in conference call with TSI, Epiq regarding accounting for pre/post and status of SOAL/SOFAs.	1.3	\$695.00	\$903.50
5	Case Reporting: UST Rpts, Statements, & Schedules	Vidal, Adriana	09205-001	10/30/2020	Review data received from TSI to populate the 42 Debtors SOAL/SOFAs and correspondence with TSI re: same.	1.9	\$695.00	\$1,320.50
MATTER 5 SUBTOTAL						364.7		\$233,220.00
6	Retention and Fee Applications	McCormack, David	09205-001	9/24/2020	Revise HCG engagement letter based on internal review and discussion.	0.8	\$550.00	\$440.00
6	Retention and Fee Applications	DiDonato, John C	09205-001	9/25/2020	Review draft Huron retention application and order.	0.2	\$1,195.00	\$239.00
6	Retention and Fee Applications	Marcero, Laura A	09205-001	9/25/2020	Review Huron's draft retention application and order.	0.4	\$985.00	\$394.00
6	Retention and Fee Applications	Quintile, Amanda	09205-001	9/25/2020	Compile and review all Debtor entities listed in parties of interest for conflicts checks and compare against TSI Holdings, LLC corporate structure in preparation of Huron's draft retention application and order	1.0	\$300.00	\$300.00
6	Retention and Fee Applications	Gupta, Abhimanyu	09205-001	9/27/2020	Review draft list of interested party for conflict check.	0.4	\$750.00	\$300.00
6	Retention and Fee Applications	Gupta, Abhimanyu	09205-001	9/28/2020	Prepare fee analysis to support the retention decision by the board.	0.6	\$750.00	\$450.00
6	Retention and Fee Applications	Quintile, Amanda	09205-001	9/28/2020	Update summary listing of Debtors, Debtors' advisors, Agents, cash management banks, Top 30 unsecured creditors, Directors & Officers, equity holder, Lenders, and Lenders & Equity Holders' Advisors in preparation for conflicts check.	1.1	\$300.00	\$330.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/10/2020	Participate in conference call with CRO team regarding Huron's retention application.	0.1	\$695.00	\$69.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/10/2020	Review draft retention application (motion) provided by YCST and include commentary for discussion with CRO team.	1.2	\$695.00	\$834.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/10/2020	Review draft retention application (order) provided by YCST and include commentary for discussion with CRO team.	1.1	\$695.00	\$764.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/10/2020	Review draft retention application (CRO declaration) provided by YCST and include commentary for discussion with CRO.	0.8	\$695.00	\$556.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/11/2020	Review edits received from CROs with respect to retention application.	0.4	\$695.00	\$278.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/11/2020	Participate on conference call with CRO regarding retention application.	0.2	\$695.00	\$139.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/11/2020	Review and update draft retention application with commentary received from CROs and draft emails re: same.	1.1	\$695.00	\$764.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/12/2020	Review and update retention application based on commentary received from CRO team, QC and GC and correspondence re: same.	1.3	\$695.00	\$903.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/12/2020	Compile and review schedule 1 potential parties in interest and schedule 2 connections of potential parties in interest re: retention application.	1.1	\$695.00	\$764.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/12/2020	Correspondence with CROs and YCST regarding retention application.	0.2	\$695.00	\$139.00
6	Retention and Fee Applications	DiDonato, John C	09205-001	10/13/2020	Initial review of retention application.	0.8	\$1,195.00	\$956.00
6	Retention and Fee Applications	DiDonato, John C	09205-001	10/13/2020	Review of HCG retention application, K&E retention application, and CRO declaration.	1.1	\$1,195.00	\$1,314.50
6	Retention and Fee Applications	DiDonato, John C	09205-001	10/13/2020	Review and respond to correspondence re: Huron's retention and read and comment to latest turn of draft.	1.1	\$1,195.00	\$1,314.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Coordinate and correspondence with YCST, CRO team GC and QC with respect to retention application and CRO's declaration.	1.4	\$695.00	\$973.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Various communications with YCST and CRO team re: retention application, CRO declaration and exhibits.	0.9	\$695.00	\$625.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Review and cross-reference of parties in interest received from YCST against initial listing.	1.8	\$695.00	\$1,251.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Draft and review correspondence to CRO team re: retention application and parties in interest.	0.9	\$695.00	\$625.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Various communications to CRO team re: retention application and feedback received from Debtors' counsel YCST.	1.9	\$695.00	\$1,320.50
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Draft and review correspondence to CRO team, GC and QC re: retention application and commentary received from Debtors' counsel YCST.	0.8	\$695.00	\$556.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/13/2020	Update and review retention application and CRO's declaration with commentary received from CRO team, GC and QC.	1.4	\$695.00	\$973.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/15/2020	Update and review proposed retention order to incorporate comments received from the UST and correspondence with CRO/Deputy CRO and YCST re: same.	0.6	\$695.00	\$417.00
6	Retention and Fee Applications	Vidal, Adriana	09205-001	10/23/2020	Review and update retention order to capture edits requested by the US Trustee and internal approvals from CRO Team parties.	0.4	\$695.00	\$278.00
MATTER 6 SUBTOTAL						25.1		\$18,270.00
7	Disclosure Statement/Plan of Reorganization	DiDonato, John C	09205-001	10/20/2020	Review draft plan and disclosure statement.	0.9	\$1,195.00	\$1,075.50
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/20/2020	Discuss draft plan and disclosure statement with Debtors' counsel.	0.9	\$750.00	\$675.00
7	Disclosure Statement/Plan of Reorganization	Marcero, Laura A	09205-001	10/20/2020	Prepare for and attend meeting with Debtors' counsel and Huron team to re: draft TSI Plan of Liquidation and Disclosure Statement.	1.1	\$985.00	\$1,083.50
7	Disclosure Statement/Plan of Reorganization	McCormack, David	09205-001	10/20/2020	Prepare for and participate in discussion with counsel and CRO team to discuss TSI Plan of Liquidation and Disclosure Statement.	0.6	\$550.00	\$330.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/23/2020	Review the Debtors draft disclosure statement sections I through VII.	2.7	\$750.00	\$2,025.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/25/2020	Review the Debtors draft disclosure statement sections IX through X.	0.7	\$750.00	\$525.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/26/2020	Review the Debtors draft disclosure statement sections XI through XII.	1.4	\$750.00	\$1,050.00
7	Disclosure Statement/Plan of Reorganization	DiDonato, John C	09205-001	10/27/2020	Prepare for and participate in meeting with Debtors' counsel re: Plan.	0.5	\$1,195.00	\$597.50
7	Disclosure Statement/Plan of Reorganization	Marcero, Laura A	09205-001	10/27/2020	Prepare for and meet with counsel re: plan.	0.6	\$985.00	\$591.00
7	Disclosure Statement/Plan of Reorganization	Marcero, Laura A	09205-001	10/27/2020	Coordinate preparation of liquidation analysis with Huron team.	0.6	\$985.00	\$591.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/28/2020	Prepare and review analysis of the Debtors' receivables and fixed assets to determine assets available for liquidation analysis.	2.4	\$750.00	\$1,800.00
7	Disclosure Statement/Plan of Reorganization	Vidal, Adriana	09205-001	10/28/2020	Participate in conference call with CRO team regarding the Debtors assets listed on the SOAL and reconciliation to the balance sheet as of 8/31 for the 162 Debtors in preparation for exhibits POR and disclosure statement liquidation analysis and projected recoveries and estimated claims.	1.4	\$695.00	\$973.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/29/2020	Compile and review draft liquidation analysis.	3.1	\$750.00	\$2,325.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/29/2020	Review the Debtors' draft liquidation analysis with TSI Finance and incorporate comments and feedback.	1.2	\$750.00	\$900.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/29/2020	Update and review the Debtors' draft liquidation analysis based on feedback from the CRO team.	0.8	\$750.00	\$600.00
7	Disclosure Statement/Plan of Reorganization	McCormack, David	09205-001	10/29/2020	Review draft liquidation analysis and provide comments and edits to CRO team.	0.8	\$550.00	\$440.00
7	Disclosure Statement/Plan of Reorganization	Vidal, Adriana	09205-001	10/29/2020	Review and analyze the Debtors' draft liquidation analysis and provide CRO team with feedback.	0.8	\$695.00	\$556.00
7	Disclosure Statement/Plan of Reorganization	Gupta, Abhimanyu	09205-001	10/30/2020	Compile and review the Debtors' draft disclosure statement recovery chart.	1.6	\$750.00	\$1,200.00
					MATTER 7 SUBTOTAL	22.1		\$17,337.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/24/2020	Begin preparation of HCG request list to share with TSI.	0.9	\$550.00	\$495.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/25/2020	Review of TSI's cash flows.	0.3	\$1,195.00	\$358.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/25/2020	Analyze the bankruptcy filing to prepare an overview of the situation and current situation.	1.9	\$750.00	\$1,425.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/25/2020	Review and analyze documents in the data room. Prepare summary of observations for the CRO Team CRO team.	1.0	\$750.00	\$750.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/25/2020	Prepare list of follow up items from the finance team to analyze the DIP need.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/25/2020	Review internal summary of TSI First Day Motions and provide comments and edits.	0.3	\$550.00	\$165.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/25/2020	Compile summary overview of the first day motions i.e.. Utilities, Taxes, Cash Collateral, Employee Programs, and Customer Programs to share with CRO Team.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/25/2020	Research and draft an email to CRO team details in the wage motion regarding the payroll processor, payroll timing, payroll cycle, medical insurance provider, etc.	0.3	\$300.00	\$90.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/26/2020	Coordinate with TSI CFO and request responses to follow up questions.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/26/2020	Review initial materials included in TSI data room, including real estate and location information.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/26/2020	Compile list of open questions on real estate, finance, and operations based on information received to date.	1.2	\$550.00	\$660.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/26/2020	Update HCG information request based on internal review and discussion.	0.9	\$550.00	\$495.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/26/2020	Review materials made available on Houlihan Lokey fileshare and update information request list to reflect data received.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/28/2020	Prepare for and participate in internal discussion and follow up re: Debtors' operations, open items and next steps.	1.0	\$1,195.00	\$1,195.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/28/2020	Review all information on the data room site and perform preliminary analysis re: Debtors' operations and locations.	2.1	\$750.00	\$1,575.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/28/2020	Perform research on the Debtors' parent recent SEC filings and disclosures re: events leading up to the bankruptcy filing.	0.9	\$750.00	\$675.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/28/2020	Debrief the CRO team with the findings from analyzing the data room and performing research on the recent SEC filings.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	9/28/2020	Prepare for and participate in internal discussion and follow up on Debtors' operations and current state.	1.2	\$985.00	\$1,182.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/28/2020	Review initial version of TSI location summary analysis and provide edits and feedback.	1.7	\$550.00	\$935.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Prepare and review the TSI's master location database for 178 clubs.	0.7	\$300.00	\$210.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Compile and review the date the club re-opened (if applicable) for the 178 clubs utilizing a lease status report provided by TSI and update master location database.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Review and analyze if club billing is as of October for the 178 clubs utilizing a lease status report provided by TSI and update master location database.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Reconcile the master club location database against Tacit's draft keep list.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Prepare and review listing of the Debtors as of 9/14.	0.5	\$300.00	\$150.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Review and reconcile the 178 club names to the list of debtor entities and incorporate into the updated master club location database.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Compile and review listing of the Debtors' leases rejected on 9/14.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/28/2020	Review and reconcile the 178 clubs to the list of leases rejected on 9/14 and update master club location database.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/29/2020	Review and analyze special committee formation filing and non-residential lease rejections.	1.1	\$1,195.00	\$1,314.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/29/2020	Participate in internal discussions, review of emails, and respond to developments with HILCO, independent directors, BRG, and others.	1.3	\$1,195.00	\$1,553.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	9/29/2020	Review of special committee formation filing and non-residential lease rejections.	0.9	\$985.00	\$886.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/29/2020	Review updated TSI location summary, provide edits and feedback to Huron team.	1.3	\$550.00	\$715.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/29/2020	Update and review TSI's master location database with feedback received from CRO Team.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/29/2020	Review and reconcile the Tacit draft keep list vs. HL keep list and identify variances.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/29/2020	Review and reconcile the Tacit draft reject list vs. HL reject list and identify variances.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/30/2020	Attend meeting with Huron team re: Debtors' status and follow up items.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	9/30/2020	Follow up on company-related matters.	0.3	\$1,195.00	\$358.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/30/2020	Prepare for and attend review of cash forecast with TSI management.	1.2	\$750.00	\$900.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	9/30/2020	Review and edit latest turn of TSI's location summary.	1.0	\$750.00	\$750.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	9/30/2020	Prepare for and participate in call with TSI CFO re: cadence and timing on information requests.	0.7	\$985.00	\$689.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	9/30/2020	Prepare for and participate in kickoff meeting with TSI management to discuss process and initiate required workstreams.	1.3	\$550.00	\$715.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/30/2020	Compile and review the monthly rent for the 178 clubs utilizing an occupancy report provided by TSI and update master location database.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/30/2020	Compile and review the February 2020 membership levels for the 178 clubs with active member report provided by TSI and update master location database.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	9/30/2020	Compile and review the September 2020 membership levels for the 178 clubs with active member report provided by TSI and update master location database.	1.1	\$300.00	\$330.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/1/2020	Review and edit latest turn of the master location of TSI's operations.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/1/2020	Draft and review introductory correspondence with TSI management (finance, operations, accounting, etc.) and participate in certain kick-off working calls.	2.1	\$750.00	\$1,575.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/1/2020	Participate in conference call with TSI management (accounting) re: Debtors' operations and information requests.	1.8	\$750.00	\$1,350.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/1/2020	Review TSI employee handbooks to confirm key terms.	0.8	\$550.00	\$440.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Identify landlord name for each of the 178 clubs utilizing a real estate report provided by TSI and update master location database.	1.1	\$300.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Review and update the security deposit amount for the 178 clubs utilizing a security deposit report provided by TSI and update master location database.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Compile and review list of open items to discuss with the TSI finance team re: the master location database and send to CRO team for feedback/ edits.	0.7	\$300.00	\$210.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Review and update master location database with list of unrestricted affiliate entities.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Prepare and review master location summary to highlight rejected leases for Debtors/non-debtors and membership metrics by state and share with CRO team for feedback/ edits.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Review and update TSI's master location summary with feedback received from the Huron team.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/1/2020	Draft email to CRO team to with latest turn of the TSI's master location club database mapping each of the 178 TSI clubs to a debtor entity inclusive of rent and membership levels.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/2/2020	Respond to follow-up email to hearing and weekend scheduling of calls re: Debtors' operations, current state and next steps.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/2/2020	Continue to review and refine TSI's location summary and follow up with TSI management re: same.	0.9	\$750.00	\$675.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/2/2020	Review UCC FA request list and cross-reference against information received to date.	1.5	\$550.00	\$825.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/2/2020	Prepare and review list of leases rejected on 9/29.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/2/2020	Review and reconcile the 178 clubs vs. list of leases rejected on 9/29 and update master club location database.	1.3	\$300.00	\$390.00

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Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/2/2020	Review and update the master location database summary to include summary of leases rejected on 9/29 for debtors and nondebtors.	0.3	\$300.00	\$90.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/2/2020	Review and update TSI's master location database to include all source information and feedback/edits from CRO team.	0.7	\$300.00	\$210.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/3/2020	Debrief and internal coordination call and preparation call for the discussion re: UCC information request list.	1.1	\$750.00	\$825.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/3/2020	Participate in internal discussion with Huron team re: UCC request items.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/3/2020	Prepare for and participate in internal discussion with CRO team to discuss UCC request items.	0.6	\$350.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/3/2020	Prepare and review comparison master location database to identify variances vs. YCST master chart.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/3/2020	Identify variances between YCST master chart and TSI's master location database re: legal entity names, debtors as of 9/14 and lease rejected dates and share with CRO team findings for their review.	1.5	\$300.00	\$450.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/3/2020	Prepare for and attend meeting with CRO Team to discuss UCC Data Request list.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/4/2020	Follow up discussions and emails with Debtors' counsel re: governance.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/4/2020	Attend Huron team internal planning call re: Debtors'.	0.8	\$1,195.00	\$956.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/4/2020	Discuss with counsel follow-up re: general counsel matters.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/4/2020	Review and analyze latest turn of TSI's location summary and provide Huron team with feedback/edits.	0.6	\$750.00	\$450.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/4/2020	Debrief and internal coordination call and preparation call for the discussion re: UCC information request list; coordinating with HR re: KERP; updating the workstream tracker.	1.5	\$750.00	\$1,125.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/4/2020	Participate in meeting with Huron team internal planning call re: Debtors.	0.9	\$985.00	\$886.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/4/2020	Prepare for and participate in multiple calls throughout the day with General counsel re: retention.	1.4	\$985.00	\$1,379.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/4/2020	Prepare for and participate in multiple calls with Debtors' counsel and Huron team re: General counsel retention and other matters.	1.2	\$985.00	\$1,182.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/4/2020	Prepare reconciliation from clubs listed in most recent TSI public filing to active clubs as of 10/2, incorporating Debtors, rejected clubs, and clubs anticipated to be go-forward.	2.1	\$550.00	\$1,155.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/4/2020	Revise location reconciliation analysis based on internal review and discussion.	1.3	\$550.00	\$715.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/4/2020	Prepare for and participate in internal CRO team discussion to prepare for following week and prioritize workstreams.	1.2	\$550.00	\$660.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/4/2020	Update information request list to reflect information received to date, and compare against UCC and FTI data requests, to create consolidated file.	1.7	\$550.00	\$935.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/4/2020	Compile available information to address UCC requests.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/4/2020	Prepare for and attend meeting with CRO Team to discuss internal planning of workstreams re: Debtors' operations and next steps.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/5/2020	Prepare for and attend call with Debtors' counsel re: governance.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/5/2020	Prepare for meeting with Huron team re: TSI's master location database summary and open items.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/5/2020	Participate in discussion with Huron team re: TSI's master location database summary and open items.	1.0	\$1,195.00	\$1,195.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/5/2020	Review and analyze updated TSI master location database summary.	0.8	\$1,195.00	\$956.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/5/2020	Discuss the BRG information request and status with Huron team.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/5/2020	Review of location analysis with TSI management and analysis of subsequent information received on unrestricted group.	2.3	\$750.00	\$1,725.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/5/2020	Review HR data files and document questions / clarifications.	0.9	\$750.00	\$675.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/5/2020	Review latest information request from UCC and coordinate with Huron team and TSI responses re: same.	1.6	\$750.00	\$1,200.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/5/2020	Participate in conference call with TSI finance team re: open items and next steps.	1.4	\$750.00	\$1,050.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/5/2020	Attend call with Debtors' counsel re: governance.	0.4	\$985.00	\$394.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/5/2020	Prepare for and discuss TSI location summary and open items with Huron team.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/5/2020	Prepare for and continue to discuss TSI location summary and open items with Huron team.	1.0	\$985.00	\$985.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/5/2020	Prepare for and discuss updated TSI location summary with Huron team.	0.8	\$985.00	\$788.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/5/2020	Meet with Huron team re: BRG information request and related tracker.	0.4	\$985.00	\$394.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with TSI finance and legal teams to discuss club locations and reconciliation.	0.9	\$550.00	\$495.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in internal discussion with CRO team to discuss TSI locations, club data, location reconciliation, and other club issues.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with TSI finance and operations teams to discuss club locations and updated reconciliation.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with TSI accounting and HR team to discuss payroll and other HR matters.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in internal discussion with CRO team to discuss updated location reconciliation and review documentation to forward to UCC and Lenders.	0.8	\$550.00	\$440.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Revise location summary and reconciliation based on feedback received from TSI legal team.	1.3	\$550.00	\$715.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Revise location summary and reconciliation based on feedback received from TSI finance and accounting team.	1.5	\$550.00	\$825.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Prepare for and participate in internal meeting re: UCC and Lender information requests, and prepare plan for delivering data.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/5/2020	Compile documents to be shared with UCC and facilitate transfer.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Prepare for and discuss TSI master location database summary and open items with CRO team.	1.0	\$300.00	\$300.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Prepare for and continue to discuss TSI master location database summary and open items with CRO team.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Prepare for and discuss updated TSI master location database summary with CRO team.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Prepare for and discuss the BRG information request tracker with CRO team.	1.1	\$300.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Prepare for and participate internal daily coordination call with CRO team re: Debtors' case status.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/5/2020	Review and update master information request list tracker with data requests from all parties inclusive of responsive documents.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/6/2020	Prepare for and attend call with Steve Gendal (CIFC).	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and participate in call re: insurance matters and debrief.	0.7	\$750.00	\$525.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and attend introductory meeting with TSI field team and thereafter prepare debrief.	1.5	\$750.00	\$1,125.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and attend internal team check in and debrief to CRO team re: Debtors' case status, open items and next steps.	0.7	\$750.00	\$525.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and attend meeting with TSI accounting team re: Debtors' status and open items.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/6/2020	Prepare for and participate in meeting with operations team to discuss field operations and areas of concern.	1.3	\$550.00	\$715.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/6/2020	Update TSI location summary and reconciliation to reflect club open dates and other status based on additional data received from TSI.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/6/2020	Review lease tracker shared by TSI finance team and compare against location reconciliation to confirm accuracy and consistency.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/6/2020	Discuss location summary modifications and other open items with TSI management.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/6/2020	Prepare for and participate in internal daily coordination call with CRO team re: Debtors' case status.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/7/2020	Attend meeting with Huron team to discuss location summary.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/7/2020	Attend internal daily coordination call with Huron team re: Debtors' status, open items and next steps.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/7/2020	Review and respond to correspondence re: Debtors' operations.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/7/2020	Coordinate club closures with TSI and Debtors' professionals.	1.5	\$750.00	\$1,125.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/7/2020	Review draft (member contract) sales and member communication matters.	0.7	\$750.00	\$525.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/7/2020	Prepare for and meet with Huron team to discuss TSI's location summary.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/7/2020	Participate in internal daily coordination call with Huron team re: Debtors.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/7/2020	Follow up on Tacit information requests.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/7/2020	Prepare for and participate in discussion with TSI operations, finance, and legal teams to begin coordination for club closures and discuss related operational considerations.	0.8	\$550.00	\$440.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/7/2020	Update location summary and reconciliation based on additional conversations with TSI management.	0.4	\$550.00	\$220.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/7/2020	Prepare for and meet with CRO team and DIP lender to discuss location summary.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/7/2020	Prepare for and meet with CRO team re: Debtors daily coordination.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/8/2020	Review presentation for Board call and provide feedback/ edits.	0.6	\$1,195.00	\$717.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/8/2020	Review and respond to correspondence re: governance change, and administration of the case.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/8/2020	Coordinate club closures with TSI and Debtors' professionals and follow up re: same.	1.5	\$750.00	\$1,125.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/8/2020	Draft correspondence to TSI, CRO team and Debtors' counsel re: member communication.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/8/2020	Analyze location summary for clubs that were not selected by Tacit continuing to operate.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/8/2020	Participate in development of bullet points for the board presentation followed by review and sharing feedback.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/8/2020	Review updated draft presentation for BOD meeting and provide Huron team with feedback/edits.	1.6	\$985.00	\$1,576.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/8/2020	Review updated draft presentation for BOD meeting with comments received from Debtors' counsel.	0.9	\$985.00	\$886.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/8/2020	Prepare for and attend meeting re: club closure and follow up.	1.5	\$985.00	\$1,477.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/8/2020	Review and provide feedback to Huron team re: draft board presentation.	1.9	\$985.00	\$1,871.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Prepare for and participate in follow-up discussion with TSI operations, finance, and legal teams to continue coordination for club closures and discuss related operational considerations.	1.2	\$550.00	\$660.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Register and review available data on TSI's management reporting platform.	0.3	\$550.00	\$165.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Update professional fee variance analysis based on accruals received from professional firms.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Prepare draft presentation for BOD meeting including timeline & key dates, new developments, sale process update, and other matters.	2.4	\$550.00	\$1,320.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Update draft presentation for BOD meeting based on internal review and discussion.	1.4	\$550.00	\$770.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/8/2020	Update draft presentation for BOD meeting based on comments received from Counsel.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/9/2020	Attend internal daily coordination call with Huron team re: status of Debtors', open items and next steps.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/9/2020	Attend Domo introduction.	1.2	\$750.00	\$900.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/9/2020	Coordinate club closure and follow up with TSI operations.	0.4	\$750.00	\$300.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/9/2020	Participate in meeting with TSI management re: Debtors' accounting records.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/9/2020	Participate in discussion with TSI finance team to discuss customer refund processing and ensure compliance with court order.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/9/2020	Review data received from TSI management responsive to UCC data requests and communications re: same.	1.1	\$985.00	\$1,083.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/9/2020	Prepare for and participate in discussion with TSI finance team to discuss customer refund processing and ensure compliance with relevant court order.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/9/2020	Prepare for and participate in discussion with TSI finance team to discuss available club reporting, KPIs, and receive demo of Domo system.	1.0	\$550.00	\$550.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/9/2020	Review club-by-club receipts and check ins data to ensure no operations are ongoing for locations whose leases were rejected.	1.4	\$550.00	\$770.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/9/2020	Review additional data uploaded by TSI to data room, compare against information request list, and prepare questions on data received.	1.1	\$550.00	\$605.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/9/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/09.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/9/2020	Prepare for and attend meeting with CRO team and TSI finance team to go over the DOMO system.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/10/2020	Compile and include the book value of assets and fields to track the support for the decision to dispose the equipment at clubs scheduled to close; discussion with TSI operations re: same.	1.1	\$750.00	\$825.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/10/2020	Coordinate with general counsel re: intellectual property licenses.	0.7	\$985.00	\$689.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/10/2020	Coordinate with Tacit re: DIP draw and various discussions with Debtors' counsel and Tacit re: same.	1.2	\$985.00	\$1,182.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/10/2020	Participate in meeting with Debtors' general counsel re: litigation.	1.1	\$985.00	\$1,083.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/10/2020	Prepare and review analysis estimating cash refunds that may be required based on billing after clubs were rejected or closed.	2.0	\$550.00	\$1,100.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/11/2020	Draft correspondence to TSI and Huron team re: member list security and access.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/11/2020	Review plan of proposed club closures and lease rejections.	0.9	\$985.00	\$886.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/11/2020	Update and review refund analysis based on internal review and discussion, and prepare summary of same.	1.6	\$550.00	\$880.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Prepare for and attend internal discussion re: governance and Westboro matters.	0.6	\$1,195.00	\$717.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Prepare for and participate in call with TSI operations team to discuss purchase order cancellation and approvals.	0.6	\$1,195.00	\$717.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Prepare for and participate in meeting re: Westboro matters.	0.3	\$1,195.00	\$358.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Prepare for and participate in discussion re: access to member lists.	0.8	\$1,195.00	\$956.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Participate in meeting with Huron team to re: status of open items and next steps.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/12/2020	Follow up on items re: general counsel and pre-petition lender letter.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/12/2020	Prepare for and attend Westboro matter discussion.	0.7	\$750.00	\$525.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/12/2020	Review and edit WARN analysis and discuss with TSI management and Huron team.	1.9	\$750.00	\$1,425.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/12/2020	Participate in various discussions and correspondence with Debtors' counsel, Huron team and TSI management re: member lists access	1.7	\$750.00	\$1,275.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Attend daily finance coordination call with Huron team and TSI finance team on 10/12.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Participate in discussion with TSI operations and legal team, and Huron team re: access to member lists.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Participate in discussion with TSI HR team and Debtors' counsel re: WARN Act issues and potential exposure.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations team to discuss equipment disposition and process for removing equipment from clubs.	1.1	\$985.00	\$1,083.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Prepare for and attend call re: Westboro matter.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Prepare for and attend meeting with Huron team re: status of open items and next steps.	0.8	\$985.00	\$788.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/12/2020	Review information request list and provide feedback/edits.	0.7	\$985.00	\$689.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and attend discussion with TSI operations team re: equipment disposition and process for removing equipment from clubs.	1.1	\$550.00	\$605.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and participate in meeting with TSI HR and Debtors' counsel to discuss WARN Act issues and potential exposure.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations and legal teams to discuss member lists and ensuring access and security are preserved.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and participate in discussion with TSI accounting and finance team re: issues with respect to rejected club subsequently opened by third party.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and participate in follow up discussion with TSI operations and finance teams re: member list access and steps to ensure security.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/12/2020	Prepare for and participate in internal discussion with CRO team to discuss open workstreams and priorities.	0.4	\$550.00	\$220.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance on 10/12.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations team re: equipment disposition and process for removing equipment from clubs.	1.1	\$300.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations / legal teams and CRO team re: access to member lists.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and participate in discussion with TSI HR and counsel re: WARN Act issues and potential exposure.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and meet with TSI operations team re: overview of information including but not limited to TSI's ideas to grow revenue, the COVID-19 task force, how the field team operates, etc.	1.3	\$300.00	\$390.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Prepare for and participate in meeting with CRO team to discuss the status of open items.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/12/2020	Update information request list and send to CRO team for feedback/edits.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Vidal, Adriana	09205-001	10/12/2020	Participate in conference call with Huron team regarding the Debtors' case status and open items.	0.5	\$695.00	\$347.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/13/2020	Participate in discussion with TSI operations team and Lender FA re: treatment of equipment in closed clubs.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/13/2020	Prepare for and meet with Huron team re: analysis prepared for UCC and provide edits.	0.7	\$985.00	\$689.50
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with TSI operations team and Lender FA re: treatment of equipment in closed clubs.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with CRO team to re: analysis prepared for UCC.	0.7	\$550.00	\$385.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with CROs to discuss UCC objections and responses.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Review updated UCC request list and compare against HCG request list and files received to determine additional information to send.	1.2	\$550.00	\$660.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Review proposed communication to UCC re: requested documents and provide edits.	0.6	\$550.00	\$330.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/13/2020	Review proposed documents to share with UCC and modify based on available documents.	0.7	\$550.00	\$385.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/13/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/13.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/13/2020	Prepare proposed next round of information to send to the UCC and update request list with supplemental request list received from BRG team.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/13/2020	Draft email to CRO team with proposed next round of information to send to the UCC and remaining open items for discussion.	0.4	\$300.00	\$120.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/14/2020	Review of term sheet and provide feedback to Huron team.	1.1	\$1,195.00	\$1,314.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/14/2020	Review updated term sheet and correspondence with Debtors' counsel re: addressing alternative bidders.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/14/2020	Review communication re: DIP Term sheet mark up.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/14/2020	Participate in meeting with TSI management re: member communication and data access strategy and correspondence re: same.	1.8	\$750.00	\$1,350.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/14/2020	Participate in additional follow up discussion with TSI operations and finance teams re: member list access.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/14/2020	Prepare and review draft term sheet for global settlement with parent and CEO.	2.0	\$550.00	\$1,100.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/14/2020	Review and update term sheet for global settlement to ensure consistent presentation.	1.5	\$550.00	\$825.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/14/2020	Prepare for and participate in additional follow up discussion with TSI operations and finance teams re: member list access and steps to ensure security.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/14/2020	Prepare for and participate in additional follow up with TSI operations and finance teams re: member list access.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/14/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/14.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/15/2020	Attend meeting with Huron team re: status of Debtors' open items.	0.7	\$1,195.00	\$836.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/15/2020	Review of objections of UCC and Country View comments.	0.8	\$1,195.00	\$956.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/15/2020	Attend Town Sports Underwriting Call to discuss D&O insurance.	0.7	\$1,195.00	\$836.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/15/2020	Prepare for and discuss with the Debtors' credit card companies reserve reductions.	1.0	\$750.00	\$750.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/15/2020	Discuss D&O insurance with underwriters & broker.	0.6	\$750.00	\$450.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/15/2020	Prepare for and attend call with credit card companies to reduce reserves.	1.3	\$985.00	\$1,280.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/15/2020	Review and address UCC objections with Debtors' counsel.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/15/2020	Prepare for and attend D&O insurance discussion with underwriters & broker.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/15/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/15.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/16/2020	Review and analyze modified DIP agreement.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/16/2020	Review and analyze DIP term sheet mark up.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/16/2020	Review and analyze the Debtors' final DIP order and term sheet.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/16/2020	Read board and sole member resolutions and execution of documents by CRO.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/16/2020	Review of modified DIP agreement.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/16/2020	Review of DIP term sheet mark up.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/16/2020	Review of final DIP order and term sheet.	0.5	\$985.00	\$492.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/16/2020	Review of board and sole member resolutions.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/16/2020	Prepare for and participate in discussion with TSI finance and operations teams to discuss club closure and second round of filers.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/16/2020	Prepare and review schedule of locations to file and reject for second round of filings.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/16/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/16.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/17/2020	Prepare for and participate in discussion with Debtors' counsel and Huron team re: analysis of State AG actions and TSI responses.	0.6	\$1,195.00	\$717.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/17/2020	Review membership claims analysis in both the pre-petition and post-petition period.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/17/2020	Prepare for and attend discussion with Debtors' counsel and Huron team re: analysis of State AG actions and TSI's responses.	0.8	\$985.00	\$788.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/17/2020	Prepare for and participate in discussion with counsel and CRO team to discuss analysis of State AG actions and TSI responses.	1.9	\$550.00	\$1,045.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/17/2020	Prepare for and participate in follow-up discussion with TSI finance and operations teams to discuss club closure and second round of filers.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/18/2020	Review of execution of resolutions, certificates, promissory notes, funding certificate, and Omnibus Consent Supplement Term Sheet.	1.3	\$1,195.00	\$1,553.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/18/2020	Review and execution of consents.	0.7	\$1,195.00	\$836.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/19/2020	Review of litigation along with supplemental load documents and resolutions.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/19/2020	Review and analyze the operational and financial considerations of re-opening the Garnerville an Avenue A locations.	0.7	\$750.00	\$525.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/19/2020	Prepare for and participate in discussion with TSI legal and HR teams re: HR matters, including WARN notice requirements.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/19/2020	Prepare for and participate daily finance coordination call with CRO team and TSI finance team on 10/19.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/20/2020	Review of authorization for bankruptcy filing of second group of entities.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/20/2020	Prepare for and attend briefing from deputy CRO re: open items.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/20/2020	Review bankruptcy filing of second group of entities.	0.7	\$985.00	\$689.50
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/20/2020	Prepare for and attend briefing with CRO re: open items.	0.6	\$985.00	\$591.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/20/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/20.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/20/2020	Prepare for and attend meeting with CRO team to discuss the status of open items.	1.2	\$300.00	\$360.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/21/2020	Review of litigation summary prepared by general counsel.	0.6	\$1,195.00	\$717.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/21/2020	Coordinate and analyze pre-petition customer refunds.	1.6	\$750.00	\$1,200.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/21/2020	Discuss member transfer protocols and processes with TSI.	1.1	\$750.00	\$825.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/21/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/21.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/22/2020	Attend Huron team internal catch up re: Debtors' current state, open items, and next steps.	0.5	\$1,195.00	\$597.50
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/22/2020	Analyze pre-petition TSI's customer refund analysis and correspond with CRO team re: estimated amount.	2.1	\$750.00	\$1,575.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/22/2020	Prepare and review supporting information for the insurance carriers to process refund.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/22/2020	Prepare for and participate in discussion with Debtors' counsel and CRO team re: considerations of credit card processor reserves and potential refunds.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/22/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/22.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/22/2020	Prepare for and attend CRO team internal catch up re: Debtors' current state and open items.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/23/2020	Continue to review and analyze pre-petition customer refund analysis and correspond with CRO team regarding estimated amount.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/23/2020	Update TSI's master location analysis and reconciliation to reflect additional filers and lease rejections.	0.6	\$550.00	\$330.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/23/2020	Compile and review list of the Debtors 10/21 leases rejections.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/23/2020	Review and reconcile the 178 clubs to the list of leases rejected on 10/21 and update master club location database.	1.4	\$300.00	\$420.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/25/2020	Review of refunds and membership roles.	0.4	\$1,195.00	\$478.00
8	Business Plan & Analysis of Operations	DiDonato, John C	09205-001	10/25/2020	Review of deposit analysis and litigation briefing.	0.6	\$1,195.00	\$717.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/25/2020	Participate in meeting with TSI management re: member communication and correspondence with CRO team and Debtors' counsel re: same.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/26/2020	Prepare for and attend meeting to discuss the criteria for customer refunds with TSI.	1.3	\$750.00	\$975.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/26/2020	Prepare for and participate in discussion with CRO team to discuss required reporting, including bank account activity, revenue, and other KPIs.	0.5	\$550.00	\$275.00
8	Business Plan & Analysis of Operations	McCormack, David	09205-001	10/26/2020	Review and discuss with TSI and CRO team re: insurance claim escrow funding.	0.2	\$550.00	\$110.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/26/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/26.	0.8	\$300.00	\$240.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/26/2020	Prepare for and attend call to discuss internal daily reporting with CRO team.	0.6	\$300.00	\$180.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/27/2020	Participate in discussion with Debtors' counsel re: Debtors' bankruptcy, open items and follow up.	1.1	\$750.00	\$825.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/27/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/27.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/28/2020	Review and analyze member transfer information and request further information from TSI.	0.6	\$750.00	\$450.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/28/2020	Participate in discussion with TSI team regarding insurance matters and correspondence with counsel and TSI re: same.	0.9	\$750.00	\$675.00
8	Business Plan & Analysis of Operations	Gupta, Abhimanyu	09205-001	10/28/2020	Participate in discussion with TSI team regarding member communications and correspondence with counsel and TSI re: same.	0.8	\$750.00	\$600.00
8	Business Plan & Analysis of Operations	Marcero, Laura A	09205-001	10/28/2020	Prepare for and participate in discussion with Debtors' counsel re: AG settlement.	1.9	\$985.00	\$1,871.50
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/28/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/28.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/29/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/29.	0.5	\$300.00	\$150.00
8	Business Plan & Analysis of Operations	Quintile, Amanda	09205-001	10/30/2020	Prepare for and attend daily finance coordination call with CRO team and TSI finance team on 10/30.	0.5	\$300.00	\$150.00
MATTER 8 SUBTOTAL						238.2		\$165,430.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/24/2020	Prepare for and participate in internal discussion with CRO team to discuss workplan and process for completing DIP Budget.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/24/2020	Perform initial review of TSI DIP Budget provided by Houlihan Lokey and develop question list.	1.8	\$550.00	\$990.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Review revenue assumptions embedded in preliminary DIP Budget received from TSI re: 45-day credit and chargebacks to develop questions and clarifications.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Review operating disbursement assumptions embedded in preliminary DIP Budget received from TSI re: payroll and supplier payments to develop questions and clarifications.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Review restructuring disbursement assumptions embedded in preliminary DIP Budget received from TSI re: professional fees and other bankruptcy costs to develop questions and clarifications.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Participate in internal discussion re: observations from DIP Budget review and plan next steps.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Prepare and review internal summary of DIP Budget and key assumptions for review by the CRO team.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/25/2020	Update internal summary of DIP Budget and key assumptions based on internal review and discussion with Huron team.	0.3	\$550.00	\$165.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	9/26/2020	Review, analyze and make edits to the information request list to TSI.	0.4	\$750.00	\$300.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	9/26/2020	Attend internal preparation and coordination call to analyze the DIP budget.	0.5	\$750.00	\$375.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Prepare for and participate in discussion with Houlihan Lokey and CRO team to address additional questions and clarifications around the DIP Budget and next steps.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Prepare for and participate in internal meeting with CRO team to discuss additional points to address in follow up conference with TSI re: DIP Budget assumptions.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Participate in internal meeting with TSI finance team and plan revisions for DIP Budget.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Prepare and review variance analysis comparing different versions (94 vs. 66 clubs) of models received.	0.3	\$550.00	\$165.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Review and update DIP Budget format and structure to better conform with standards.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/26/2020	Update DIP Budget assumptions based on internal review and discussion.	1.8	\$550.00	\$990.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	9/27/2020	Review updated DIP Budget based on discussions with management and advisors and provide feedback to Huron team.	1.0	\$985.00	\$985.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/27/2020	Prepare for and participate in internal preparation meeting with CRO team to review updated materials and DIP Budget.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/27/2020	Update DIP Budget based on discussions with TSI management and advisors.	1.3	\$550.00	\$715.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	9/28/2020	Prepare and review cash flow analysis to share with the UCC professionals.	0.3	\$750.00	\$225.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	9/28/2020	Analyze accounts payable aging to identify pre and post payable balance and impact on cash flow forecast.	0.8	\$750.00	\$600.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	9/29/2020	Coordinate with Debtor professionals to obtain the latest fee estimate for cash flow forecasting.	0.4	\$750.00	\$300.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	9/29/2020	Undertake edits to DIP Budget based on internal review and discussion to achieve additional funding requirement reductions.	1.4	\$550.00	\$770.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/1/2020	Review, analyze and provide feedback on the funds flow analysis to Huron team.	0.3	\$750.00	\$225.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/3/2020	Review of management interview notes and cash flow actuals results.	0.5	\$1,195.00	\$597.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/3/2020	Review and analyze the updated DIP budget with actuals for week ending 09/25.	0.5	\$750.00	\$375.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/3/2020	Review TSI weekly cash verification schedule for week ending 9/25 and determine ability to ensure only LLC cash is included in roll forward.	1.1	\$550.00	\$605.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/3/2020	Review TSI weekly cash variance file to determine actual receipts for week ending 9/25 and ensure only LLC receipts are included in actuals.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/3/2020	Review TSI AP as of 10/2 and cash disbursements for previous weeks to understand process to update for actuals, and ensure disbursements are segregated for LLC.	1.7	\$550.00	\$935.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/3/2020	Review TSI chargeback data included in actuals week ending 9/25.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/3/2020	Update DIP budget to reflect actuals through 9/25.	1.1	\$550.00	\$605.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/4/2020	Update professional fee variance to reflect updated amounts to be paid.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/4/2020	Revise DIP budget vs. actuals based on internal review and discussion.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/6/2020	Attend AP/disbursements meeting with TSI finance team and Huron team.	1.0	\$1,195.00	\$1,195.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/6/2020	Review and discuss non-debtors cash flows with Huron team.	0.6	\$1,195.00	\$717.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/6/2020	Review cash management system, access to bank accounts and separation of debtor and non-debtor cash activity and cash disbursement protocols.	2.5	\$750.00	\$1,875.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/6/2020	Participate in meeting with Huron team and TSI finance re: liquidity coordination.	1.2	\$985.00	\$1,182.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/6/2020	Attend meeting re: AP/disbursements with TSI finance team and Huron team.	1.1	\$985.00	\$1,083.50
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/6/2020	Review and participate in discussion re: the Debtors and non-debtor cash activity with Huron team.	0.5	\$985.00	\$492.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/6/2020	Prepare for and participate in discussion with TSI finance and accounting teams re: liquidity and available data.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/6/2020	Assist CRO team in preparing template for reporting requirement of professional fees and calculating escrow amounts.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/6/2020	Compare and review the TSI DIP budget against internal model maintained by TSI finance team and ensure calculation of actuals is consistent.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend AP/ Disbursements meeting with TSI finance team and CRO team.	0.6	\$300.00	\$180.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/6/2020	Compile weekly professional fee estimate tracker and share with Huron Team for their review and feedback.	1.5	\$300.00	\$450.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/6/2020	Draft correspondence to TSI professionals re: receive fee estimates and amounts incurred since the Petition Date and prior week amount.	0.4	\$300.00	\$120.00
9	Cash Flow Analysis and Reporting	Vidal, Adriana	09205-001	10/6/2020	Participate in call with TSI management regarding cash management.	0.3	\$695.00	\$208.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/7/2020	Participate in meeting with TSI treasury management.	0.9	\$750.00	\$675.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/7/2020	Gain access to and analyze the bank activity for Debtors' Bank United and Bank of America bank accounts.	1.0	\$750.00	\$750.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/7/2020	Review the Debtors' disbursements and planning.	1.3	\$750.00	\$975.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/7/2020	Review and edit professional fees carve out analysis.	1.5	\$750.00	\$1,125.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/7/2020	Participate in meeting with TSI treasury management re: cash management.	0.8	\$985.00	\$788.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/7/2020	Prepare for and attend disbursement review and planning with TSI and Huron team.	1.5	\$985.00	\$1,477.50
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/7/2020	Review and provide feedback to Huron team re: professional fees carve out analysis.	1.6	\$985.00	\$1,576.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/7/2020	Prepare for and participate in discussion with TSI finance team to discuss cash receipts, reporting system, and related matters.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/7/2020	Obtain bank review access to Debtors' BankUnited, Deutsche Bank, and Bank of America bank accounts.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/7/2020	Review available bank balance and other reporting for TSI's BankUnited, Deutsche Bank, and Bank of America bank accounts.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/7/2020	Prepare for and participate in discussion with TSI finance team re: cash club receipts.	0.8	\$300.00	\$240.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/7/2020	Prepare for and attend meeting with CRO team to review professional fee estimate tracker.	0.7	\$300.00	\$210.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/7/2020	Update professional fee estimates tracker with all amounts incurred since the petition date and the previous week provided by each of the professionals.	1.3	\$300.00	\$390.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/7/2020	Review and update the Debtors' professional fee estimates tracker with carve out calculation.	1.1	\$300.00	\$330.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/8/2020	Review and analyze post-bankruptcy split of cash flows between debtor and non-debtor LLCs.	1.2	\$750.00	\$900.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/8/2020	Analyze and approve Debtors' cash disbursements.	1.3	\$750.00	\$975.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/8/2020	Incorporate feedback to Huron team re: professional fees carve out analysis.	0.4	\$750.00	\$300.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/8/2020	Prepare for and participate in meeting with TSI finance and accounting teams re: bifurcation of reporting and cash receipts/disbursements between debtor and non-debtors.	1.6	\$985.00	\$1,576.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/8/2020	Prepare for and participate in discussion with TSI finance and accounting teams regarding bifurcation of reporting and cash receipts/disbursements between debtor and non-debtors.	1.1	\$550.00	\$605.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/8/2020	Prepare for and attend meeting with CRO Team to re: Debtors' disbursements.	0.6	\$300.00	\$180.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/8/2020	Prepare analysis tracker for the Debtors' bank account balances, debtor information, bank account information, and bank transactions for bank accounts.	1.2	\$300.00	\$360.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/8/2020	Review and update variance analysis for professional fee estimate tracker based on feedback/edits received from CRO team.	1.4	\$300.00	\$420.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/9/2020	Review correspondence addressing cash segregation between debtors and nondebtors and limitation matters.	1.0	\$1,195.00	\$1,195.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/9/2020	Review and analyze professional fee estimates variance analysis.	0.5	\$750.00	\$375.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/9/2020	Review and analyze the post bankruptcy split of cash flows between debtor and non-debtor LLCs and confirm the classification for debtor and non-debtor.	2.5	\$750.00	\$1,875.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/9/2020	Review and calculate customer refunds that may be due to customers: pre-petition and related follow up.	0.6	\$750.00	\$450.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/9/2020	Participate in discussion with TSI re: approach to determine refund under the Attorney General proposal.	0.4	\$750.00	\$300.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/9/2020	Review TSI weekly fee statement draft from Huron team and provided feedback re: same.	0.7	\$985.00	\$689.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/9/2020	Review draft of TSI Weekly Fee Statement, and provide comments.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/9/2020	Review TSI's analysis calculating 45-day credit to ensure understanding and consistency.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/9/2020	Update tracker for bank account balances, debtor information, bank account information, and bank transactions for the debtors bank accounts from 9/30 - 10/8.	0.7	\$300.00	\$210.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/9/2020	Draft correspondence to lenders, CRO team, and TSI management re: weekly professional fee estimates.	0.8	\$300.00	\$240.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/10/2020	Participate in discussion with Huron team and review of cash segregation between debtors and nondebtors and litigation analysis.	0.5	\$1,195.00	\$597.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/10/2020	Participate in discussion with TSI management and Huron team re: cash roll and billing activity: 45 and KERP review.	1.0	\$750.00	\$750.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/10/2020	Review and analyze TSI's daily cash tracker and provide Huron team with feedback.	0.4	\$750.00	\$300.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/10/2020	Prepare for and participate in review of cash segregation between debtors and nondebtors and litigation analysis with Huron team.	0.7	\$985.00	\$689.50
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/10/2020	Prepare for and participate in discussion re: cash roll and billing activity: 45, KERP review.	0.7	\$985.00	\$689.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/10/2020	Prepare for and participate in internal discussion with CRO team to discuss bifurcation of cash activity between debtors and non-debtors, and similar matters.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/10/2020	Update DIP budget to segregate LLC vs. Group receipts and disbursements.	2.3	\$550.00	\$1,265.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/11/2020	Update DIP budget to reflect actual receipts through 10/2 and ensure only LLC receipts are included.	1.0	\$550.00	\$550.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/11/2020	Update DIP budget to reflect actual disbursements through 10/2 and ensure only LLC disbursements are included.	1.4	\$550.00	\$770.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/11/2020	Update DIP budget to reflect professional fee escrow.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/11/2020	Compare DIP budget vs. actuals against internal version prepared by TSI to ensure amounts are consistent, and edit DIP budget based on review.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/12/2020	Prepare for and participate in call re: projected financials and sensitivity analysis.	0.5	\$1,195.00	\$597.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/12/2020	Review variance analysis and segregation of cash flows of debtor and non-debtor entities.	1.1	\$750.00	\$825.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/12/2020	Participate in meeting with TSI finance team and Huron team re: breakdown of post- bankruptcy cash receipts.	0.6	\$985.00	\$591.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/12/2020	Attend meeting with TSI finance and Huron team re: updates to the cash flow model.	0.9	\$985.00	\$886.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/12/2020	Prepare for and participate in discussion with TSI finance and CRO teams to finalize analysis relating to cash bifurcation for receipts received post-petition.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/12/2020	Prepare for and participate in discussion with TSI finance team to discuss updating DIP model for actuals and required data.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/12/2020	Review cash verification schedule for week ending 10/9 and compare against budgeted amounts.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/12/2020	Prepare for and meet with TSI finance team and CRO team to discuss breakdown of post- bankruptcy cash receipts.	0.5	\$300.00	\$150.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/12/2020	Prepare for and meet with CRO team and TSI finance team to discuss updates to the cash flow model.	1.0	\$300.00	\$300.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/13/2020	Review and respond to correspondence re: Debtors' utility funding.	0.4	\$1,195.00	\$478.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/13/2020	Calculate refund and credits potentially due and bifurcate cash between debtor and non-debtors.	0.9	\$750.00	\$675.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/13/2020	Discuss with Huron team and TSI management the differences in analysis re: breakdown of post-petition cash receipts.	0.5	\$750.00	\$375.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/13/2020	Participate in Huron team discussion re: cash bifurcation analysis and next steps.	1.1	\$985.00	\$1,083.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/13/2020	Prepare for and participate in internal CRO team discussion to address cash bifurcation analysis and review next steps.	1.1	\$550.00	\$605.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/13/2020	Prepare for and participate in discussion with TSI legal and finance team to discuss calculation of 45-day credit and determine update of same.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/13/2020	Prepare schedule of DIP Budget considerations to share with UCC in response to inquires received.	1.8	\$550.00	\$990.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/13/2020	Update DIP budget considerations schedule based on internal review and discussion.	1.6	\$550.00	\$880.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/13/2020	Review and analyze the Debtors' capital expenditure projects, cancellation of POs, non-debtor disbursement requests.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/13/2020	Draft correspondence to all TSI professionals re: fee estimates for amount for the week ending 10/9.	0.3	\$300.00	\$90.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/14/2020	Review of cash flow budget comparison to actual variance analysis and correspondence re: same.	0.5	\$1,195.00	\$597.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/14/2020	Review cash flow actual vs budget variance analysis.	0.8	\$750.00	\$600.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/14/2020	Prepare for and attend meeting to discuss the differences in analysis re: breakdown of post-petition cash receipts.	2.1	\$750.00	\$1,575.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/14/2020	Review and analyze cash flow budget comparison to actual variance analysis and correspondence re: same.	0.7	\$985.00	\$689.50
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/14/2020	Attend meeting with Huron team to review professional fee estimates.	0.5	\$985.00	\$492.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare for and participate in discussion with CRO team to discuss required professional fee reporting.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare for and participate in internal CRO team discussion to review updated cash bifurcation analysis and provide feedback.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare for and participate in discussion with CRO team to discuss budget vs. actual reporting.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare draft of budget vs. actuals analysis for week ending 10/9.	1.4	\$550.00	\$770.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Update budget vs. actuals analysis for week ending 10/9 based on internal review and discussion.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare and review TSI weekly fee statement based on accrual data received from Debtors and UCC professionals.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Prepare updated professional fee variance analysis based on accruals received to date.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Update receipts in DIP budget to reflect actuals through 10/9.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/14/2020	Update disbursements in DIP budget to reflect actuals through 10/9, including amounts escrowed for professionals and utilities.	1.0	\$550.00	\$550.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/14/2020	Prepare for and attend meeting to review professional fee estimates.	0.5	\$300.00	\$150.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/14/2020	Update professional fee estimates tracker with all amounts incurred through 10/10.	0.8	\$300.00	\$240.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/14/2020	Update variance analysis with all professional fee amounts incurred from 10/4 through 10/10 compared to budget.	0.6	\$300.00	\$180.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/15/2020	Review of DIP budget comparison to actual and provide feedback to Huron team.	1.1	\$1,195.00	\$1,314.50
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/15/2020	Review and analyze DIP budget comparison to actual and provide feedback to Huron team.	1.2	\$985.00	\$1,182.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Prepare for and participate in discussion with CROs to review and approve updated cash analysis and timing of additional filers.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Review receipts breakdown data provided by TSI finance team and compare against DIP budget.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Incorporate additional modifications to budget vs. actual reporting based on additional internal review and discussion.	1.3	\$550.00	\$715.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Draft compliance testing analysis for inclusion in weekly budget vs. actual reporting.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Update compliance testing analysis for budget vs. actual reporting based on internal review and discussion.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/15/2020	Review professional fees to date to ensure covenant compliance after adjustments.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/16/2020	Prepare for and participate in discussion with respect to chargeback analysis with Huron team and provide feedback re: same.	0.8	\$750.00	\$600.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/16/2020	Review and resolve open items for DIP financing.	0.6	\$750.00	\$450.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/16/2020	Prepare for and participate in discussion with TSI finance team to discuss updated cash flow and actuals in DIP budget.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/16/2020	Prepare pro-forma professional fee schedule through 10/16 to share with lenders based on inquiry.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/16/2020	Update professional fee pro-forma based on internal review and discussion.	0.5	\$550.00	\$275.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/16/2020	Review and analyze the Debtors' professional fee escrow, vendor payments, and landlord receipt of funds.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/19/2020	Review and provide the Huron team with feedback on the Debtors' cash flow.	0.6	\$985.00	\$591.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/19/2020	Prepare for and participate in meeting with TSI finance team to discuss analysis re: chargebacks and refund mapping at the customer level.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/19/2020	Draft correspondence to TSI professionals re: fee estimates for the week ending 10/16.	0.3	\$300.00	\$90.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/20/2020	Participate in discussion with insurance broker for refund on property insurance.	0.5	\$1,195.00	\$597.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/20/2020	Participate in discussion with Huron team re: cash roll forward.	0.5	\$1,195.00	\$597.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/20/2020	Discuss cash roll forward with the CRO team.	0.8	\$750.00	\$600.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/20/2020	Coordinate with insurance broker for refund on property insurance and prepare follow up analysis re: same.	1.4	\$750.00	\$1,050.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/20/2020	Attend discussion with insurance broker for refund on property insurance.	0.6	\$985.00	\$591.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/20/2020	Discuss and review cash roll forward with the Huron team.	0.7	\$985.00	\$689.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/20/2020	Prepare for and participate in internal discussion with CRO team to discuss DIP Budget rollforward and scenarios.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/20/2020	Review cash verification schedule for week ending 10/16 and begin updating actuals in DIP budget.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/21/2020	Review DIP budget roll forward and summary of findings from Huron team.	1.4	\$985.00	\$1,379.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/21/2020	Review cash disbursements for week ending 10/16.	1.2	\$985.00	\$1,182.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Review and analyze professional fee accrual estimates provided by each respective debtor and UCC professional, and draft weekly fee statement.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Review cash disbursements for week ending 10/16 and compare against amounts previously approved and begin updating actuals in DIP Budget.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Update weekly fee statement through 10/17 based on internal review and discussion.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Update professional fee pro-forma variance analysis through 10/17 based on accrual estimates received from the Debtors' professionals.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Incorporate chargeback and cash balance actuals into DIP budget.	1.1	\$550.00	\$605.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/21/2020	Review and analyze the Debtors' 401K audit issues, coordination of filing fees, temporary staffing requirement, and professional fee comparisons.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/21/2020	Update tracker for bank account balances through 10/20 and share with CRO team for feedback/edits.	1.4	\$300.00	\$420.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/21/2020	Update tracker for bank account transactions greater than \$200K through 10/20 and share with CRO team for feedback/edits.	1.2	\$300.00	\$360.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/22/2020	Review the daily cash flow tracker and make edits.	0.6	\$750.00	\$450.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/22/2020	Participate in discussion with Huron team re: updates to DIP budget roll forward.	0.8	\$985.00	\$788.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/22/2020	Review updated DIP budget roll forward and provide feedback to Huron team.	1.3	\$985.00	\$1,280.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Prepare for and participate in discussion with CRO team to re: updates to DIP budget roll forward.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Review and update DIP budget vs. actuals analysis based on internal review and discussion.	0.7	\$550.00	\$385.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Update DIP Budget to fully reflect actuals through 10/16.	1.2	\$550.00	\$660.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Prepare DIP budget vs. actuals analysis for week ending 10/16.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Prepare draft roll-forward of DIP budget reflecting potential extension of sale closing date.	1.5	\$550.00	\$825.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Prepare analysis summarizing post-petition AP amounts not previously included in the Debtors' AP support, and compare against variances in DIP budget actuals to date.	1.3	\$550.00	\$715.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/22/2020	Incorporate analysis relating to customer refunds into DIP budget vs. actuals analysis for week ending 10/16.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/23/2020	Discuss the DIP roll forward with Huron team to include an additional week.	0.6	\$750.00	\$450.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/23/2020	Prepare for and participate in internal discussion with Huron team to discuss revised DIP budget roll forward.	1.7	\$985.00	\$1,674.50
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/23/2020	Prepare for and participate in internal meeting with CRO team to discuss revised DIP budget roll forward, and additional related changes.	1.3	\$550.00	\$715.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/23/2020	Revise draft DIP Budget rollforward based on internal review and discussion.	1.7	\$550.00	\$935.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/23/2020	Prepare for and participate in internal discussion with CRO team re: revised DIP Budget roll forward.	0.7	\$300.00	\$210.00
9	Cash Flow Analysis and Reporting	Quintile, Amanda	09205-001	10/26/2020	Draft correspondence to TSI professionals re: fee estimates for week ending 10/23.	0.7	\$300.00	\$210.00
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/27/2020	Prepare for and participate in meeting with TSI re: telecom vendor management.	1.1	\$750.00	\$825.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/27/2020	Review cash actuals files for disbursements, receipts, and chargebacks and incorporate into DIP budget roll forward.	0.9	\$550.00	\$495.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/27/2020	Review benefit invoices for October 2020 and compare against amounts projected in DIP budget and calculate variances to date.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/27/2020	Review and analyze the Debtors' payment plan matters and corporate lease payments.	0.4	\$550.00	\$220.00
9	Cash Flow Analysis and Reporting	DiDonato, John C	09205-001	10/28/2020	Discuss with Huron team payment proposal for the week ending 10/30.	0.7	\$1,195.00	\$836.50
9	Cash Flow Analysis and Reporting	Gupta, Abhimanyu	09205-001	10/28/2020	Review and analyze disbursements schedule for the week ending 10/30.	0.6	\$750.00	\$450.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/28/2020	Prepare for and attend meeting with Huron team re: payment proposal for week of 10/30.	0.8	\$985.00	\$788.00
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/28/2020	Review DIP budget vs. actuals analysis for week ending 10/23 and provide Huron team with feedback/edits.	1.3	\$985.00	\$1,280.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
9	Cash Flow Analysis and Reporting	Marcero, Laura A	09205-001	10/28/2020	Review DIP budget roll forward and provide Huron team with feedback/ edits.	1.2	\$985.00	\$1,182.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/29/2020	Update DIP budget vs. actuals analysis based on internal review and discussion.	0.6	\$550.00	\$330.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/29/2020	Update DIP budget to fully reflect actuals through 10/23.	1.4	\$550.00	\$770.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/29/2020	Prepare DIP budget vs. actuals analysis for week ending 10/23.	0.8	\$550.00	\$440.00
9	Cash Flow Analysis and Reporting	McCormack, David	09205-001	10/29/2020	Coordinate with Debtor professionals to obtain refreshed professional fee budgets through Effective Date.	0.6	\$550.00	\$330.00
MATTER 9 SUBTOTAL						167.1		\$110,504.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/24/2020	Analyze the DIP budget and document observations and questions.	1.5	\$750.00	\$1,125.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/25/2020	Attend call in advance of DIP budget review with the Debtors.	0.4	\$1,195.00	\$478.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/25/2020	Review and provide feedback to TSI and Debtors' professionals re: DIP term sheet.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/25/2020	Prepare for and attend debrief with Huron team after review of DIP budget with TSI finance team.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/25/2020	Review and analyze DIP term sheet and provide feedback to Huron team.	1.2	\$750.00	\$900.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/25/2020	Prepare for and attend call in advance of DIP budget review with the Debtors.	0.5	\$985.00	\$492.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/25/2020	Review and provide feedback on the DIP term sheet.	0.5	\$985.00	\$492.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/25/2020	Prepare for and attend debrief with Huron team after review of DIP budget with TSI finance team and determine next steps for the weekend.	0.7	\$985.00	\$689.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Attend coordination call with Debtors and Huron team to analyze the DIP budget.	0.7	\$1,195.00	\$836.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Prepare for and meet with Huron team to review internal draft of proposed changes to DIP budget.	1.5	\$1,195.00	\$1,792.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Prepare for and regroup with Huron team after meeting with TSI finance team re: edits to the DIP budget.	1.0	\$1,195.00	\$1,195.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Prepare for and attend meeting to go over internal draft material review with Huron team.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Prepare for and discuss with CEO and Debtors' finance team the DIP budget and assumptions.	1.2	\$1,195.00	\$1,434.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/26/2020	Review DIP budget edits provided by Huron team.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Review and analyze latest turn of the DIP budget.	0.9	\$750.00	\$675.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Prepare for and participate in review of DIP budget with Huron team and TSI.	1.2	\$750.00	\$900.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Discuss edits to assumption and analysis for the DIP budget.	0.7	\$750.00	\$525.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Prepare and review assumption bridges for board presentation.	1.3	\$750.00	\$975.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Incorporate edits to the board presentation for DIP financing.	1.9	\$750.00	\$1,425.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Make edits to the DIP model based on feedback received from CRO team.	0.6	\$750.00	\$450.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Prepare and review schedule of wind down costs.	1.1	\$750.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Coordinate with Debtors' counsel on time line for proposed sale and plan confirmation.	0.3	\$750.00	\$225.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Review and update DIP budget.	0.8	\$750.00	\$600.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/26/2020	Edit the assumption page of the draft presentation and review the deck before sharing with Huron team.	1.4	\$750.00	\$1,050.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Prepare for and attend coordination call to analyze the DIP budget.	0.6	\$985.00	\$591.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Meet with Huron team to review internal draft of proposed changes to DIP budget.	1.5	\$985.00	\$1,477.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Prepare for and regroup with Huron team after meeting with TSI finance team to discuss edits to the DIP budget.	1.1	\$985.00	\$1,083.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Prepare for and attend meeting to go over Internal Draft Material Review with CRO team.	0.5	\$985.00	\$492.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Prepare for and discuss with CEO and TSI finance team the DIP budget and assumptions.	1.2	\$985.00	\$1,182.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/26/2020	Review DIP budget updates and provide feedback to Huron team.	1.5	\$985.00	\$1,477.50
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/26/2020	Lead review session to discuss modifications made to DIP budget assumptions and format, and review proposed presentation materials.	1.2	\$550.00	\$660.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/26/2020	Prepare initial version of presentation materials, incorporating DIP Budget, winddown assumptions and notes.	1.5	\$550.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/26/2020	Prepare initial version of winddown model and winddown line items for inclusion in presentation materials.	0.8	\$550.00	\$440.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/26/2020	Update presentation materials based on internal review and discussion.	1.5	\$550.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Prepare for and meet with CRO team to review internal draft of proposed changes to DIP budget.	0.8	\$300.00	\$240.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Prepare for and meet with CRO team to discuss DIP budget in advance of meeting with the Debtors.	0.5	\$300.00	\$150.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Prepare for and meet with CRO team and TSI finance team to discuss/analyze the DIP budget.	1.2	\$300.00	\$360.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Prepare for and regroup with CRO team after meeting with TSI finance team re: edits to the DIP budget assumptions.	0.8	\$300.00	\$240.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Review and analyze impact of proposed assumptions to DIP budget.	0.7	\$300.00	\$210.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Compile and review slides to highlight key proposed assumptions to DIP budget and share with CRO team for feedback/edits.	1.3	\$300.00	\$390.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Update key proposed assumptions to DIP budget slides based on feedback from CRO team.	0.6	\$300.00	\$180.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Compile and review summary schedule of adjustments to capture the seven week impact by TWCF category on the DIP budget and rationale for each edit.	1.5	\$300.00	\$450.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/26/2020	Update DIP Budget adjustments summary based on feedback/edits from CRO team.	0.5	\$300.00	\$150.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/27/2020	Prepare for and attend DIP forecast review with TSI and Debtors' advisors.	1.5	\$1,195.00	\$1,792.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/27/2020	Prepare for and attend internal meeting re: updated DIP budget and presentation materials.	1.3	\$1,195.00	\$1,553.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/27/2020	Review and analyze presentation deck in advance of lender call.	1.5	\$1,195.00	\$1,792.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/27/2020	Review additional edits to DIP presentation and provide feedback to Huron team.	1.1	\$1,195.00	\$1,314.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/27/2020	Incorporate further edits to the model and presentation.	0.9	\$750.00	\$675.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/27/2020	Internal team review and edit of the DIP budget.	1.5	\$750.00	\$1,125.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/27/2020	Seek clarification on assumptions in the DIP model.	0.3	\$750.00	\$225.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Prepare for and attend DIP forecast review with TSI & Debtors' professionals.	1.5	\$985.00	\$1,477.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Prepare for and participate in numerous meetings throughout the day with FTI lender team re: DIP budget.	1.8	\$985.00	\$1,773.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Participate in multiple calls throughout the day with counsel re: DIP budget.	1.3	\$985.00	\$1,280.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Prepare for and attend internal regroup to discuss further updates to the DIP budget and presentation materials.	1.3	\$985.00	\$1,280.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Review updated DIP budget and presentation materials based on internal review and provide feedback to Huron team.	0.5	\$985.00	\$492.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Prepare for and participate in review of presentation deck in advance of lender call.	1.5	\$985.00	\$1,477.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/27/2020	Review updated presentation materials based on discussions with TSI management and Debtors' advisors and provide feedback to Huron team.	1.0	\$985.00	\$985.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/27/2020	Reconvene internal preparation session to prepare required updates to DIP budget and presentation materials.	1.3	\$550.00	\$715.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/27/2020	Update DIP budget and presentation materials based on internal review and discussion.	0.3	\$550.00	\$165.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/27/2020	Update presentation materials based on discussions with TSI management and advisors.	1.5	\$550.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/27/2020	Prepare for and meet with CRO team to discuss DIP budget in advance of meeting with lender professionals.	1.5	\$300.00	\$450.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/28/2020	Attend internal review and discussion on the DIP term sheet.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/28/2020	Review edits to the DIP and winddown budgets based on conversations with Tacit.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/28/2020	Participate in internal review and discussion on the DIP term sheet.	0.4	\$750.00	\$300.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/28/2020	Prepare for and attend internal review and discussion on the DIP term sheet.	0.6	\$985.00	\$591.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/28/2020	Prepare for and attend multiple calls with TSI management team throughout the day re: DIP Budget.	2.4	\$985.00	\$2,364.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/28/2020	Prepare for and attend multiple calls with FTI lender team throughout the day re: DIP Budget.	1.6	\$985.00	\$1,576.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/28/2020	Review edits to the DIP and winddown budgets based on conversations with Tacit and provide feedback to Huron team.	1.5	\$985.00	\$1,477.50
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/28/2020	Prepare for and participate in internal discussion with CRO team to review DIP Term Sheet and compile comments for Counsel.	0.4	\$550.00	\$220.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/28/2020	Review proposed DIP Term Sheet to ensure compliance with terms of DIP budget and provide summary comments to CRO team.	0.7	\$550.00	\$385.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/28/2020	Undertake edits to the DIP and winddown budgets based on further communication from Tacit.	0.7	\$550.00	\$385.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/28/2020	Prepare for and meet with CRO team to discuss DIP term sheet.	0.5	\$300.00	\$150.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/29/2020	Review and analyze DIP term sheet and alternative sale of assets, provide feedback to Huron team re: same.	1.2	\$1,195.00	\$1,434.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/29/2020	Respond to multiple emails addressing DIP and TSI club closures.	0.8	\$1,195.00	\$956.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/29/2020	Review proposed edits and incorporate into model for further review.	1.5	\$750.00	\$1,125.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/29/2020	Review changes to the DIP budget and share feedback with CRO team.	0.5	\$750.00	\$375.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/29/2020	Modify the DIP budget based on additional feedback and comments from CRO team.	1.3	\$750.00	\$975.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/29/2020	Review and modify presentation for the DIP financing.	1.2	\$750.00	\$900.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/29/2020	Review of DIP term sheet and alternative sale of assets and provide initial feedback to Huron team.	1.7	\$985.00	\$1,674.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/29/2020	Prepare for and participate in multiple calls throughout the day with FTI lender team re: DIP budget.	2.3	\$985.00	\$2,265.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/29/2020	Prepare for and participate in multiple calls throughout the day with Debtors' counsel re: DIP budget.	1.8	\$985.00	\$1,773.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/29/2020	Prepare for and participate in internal meeting with CRO team to discuss updated DIP Budget and presentation for TSI BOD.	0.8	\$550.00	\$440.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/29/2020	Undertake edits to winddown budget based on internal review and discussion to achieve additional funding requirement reductions.	1.2	\$550.00	\$660.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/29/2020	Draft presentation for TSI BOD and incorporate DIP and winddown budgets.	1.7	\$550.00	\$935.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/29/2020	Update presentation for TSI BOD re: DIP and winddown budgets based on internal review and discussion.	1.8	\$550.00	\$990.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/29/2020	Incorporate additional edits to DIP and winddown budgets based on feedback from CRO team.	1.7	\$550.00	\$935.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/30/2020	Meet with Huron team to discuss DIP sizing analysis for BOD presentation.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/30/2020	Attend DIP budget modification working session with Huon team.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	9/30/2020	Prepare for and attend final review of TSI DIP sizing for BOD presentation.	1.3	\$1,195.00	\$1,553.50
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	9/30/2020	Review and analyze DIP model, follow up on supporting assumptions: insurance etc., develop supporting schedules, review and edit presentation.	3.5	\$750.00	\$2,625.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/30/2020	Prepare for and meet with Huron team re: DIP sizing for BOD presentation.	0.8	\$985.00	\$788.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend DIP budget modification working session with Huron team.	0.6	\$985.00	\$591.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	9/30/2020	Prepare for and attend final review of TSI DIP sizing to incorporate into BOD presentation.	1.2	\$985.00	\$1,182.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/30/2020	Prepare for and participate in discussion with Counsel, Houlihan Lokey, and CRO team to re: draft of interim DIP Order and DIP Term Sheet.	1.0	\$550.00	\$550.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/30/2020	Incorporate additional edits to BOD presentation re: DIP and winddown budgets based on feedback received from CRO team.	1.5	\$550.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/30/2020	Update DIP and winddown budgets based on discussion with TSI management, and incorporate changes into BOD presentation.	1.1	\$550.00	\$605.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	9/30/2020	Review and update presentation to be shared with TSI Lenders and UCC.	0.9	\$550.00	\$495.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/30/2020	Prepare for and meet with CRO team to discuss DIP sizing presentation.	1.0	\$300.00	\$300.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	9/30/2020	Prepare for and meet with CRO team to discuss DIP budget modifications.	0.5	\$300.00	\$150.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/1/2020	Participate in TSI DIP budget discussion with HCG/BRG teams.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/1/2020	Review of HL declaration and final version of DIP budget.	0.4	\$1,195.00	\$478.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/1/2020	Prepare for and participate in meeting with Huron team and BRG re: TSI DIP budget.	0.6	\$985.00	\$591.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/1/2020	Review and analyze final version of DIP budget.	1.4	\$985.00	\$1,379.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/1/2020	Prepare and review final version of DIP Budget to be filed with the bankruptcy court.	1.4	\$550.00	\$770.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/1/2020	Incorporate final edits to DIP and winddown budgets reflecting additional negotiations.	1.7	\$550.00	\$935.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/1/2020	Prepare and review draft funds flow for interim DIP financing and lender professional fee variance analysis.	0.6	\$550.00	\$330.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/2/2020	Review DiDonato Declaration in support of DIP Motion and provide feedback/edits.	0.4	\$1,195.00	\$478.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	10/2/2020	Review and analyze revised versions of the DIP and changes from prior versions.	0.7	\$750.00	\$525.00
10	DIP Financing, Exit Financing, Cash Collateral	Gupta, Abhimanyu	09205-001	10/2/2020	Review DIP term sheet and provide feedback and suggested edits.	1.2	\$750.00	\$900.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/2/2020	Review DIP Motion to ensure all required payments are captured, are consistent with the DIP Budget and previous discussions.	1.5	\$550.00	\$825.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/2/2020	Update initial DIP funds flow based on additional invoices received and amounts required to be funded.	0.5	\$550.00	\$275.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/2/2020	Review DiDonato Declaration in support of DIP Motion to ensure consistency and accuracy, and provide comments re: same.	1.2	\$550.00	\$660.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/3/2020	Review of DIP closing budget and organizational chart.	0.4	\$1,195.00	\$478.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/3/2020	Review the updated DIP budget with actuals for week ending 09/25 and provide feedback.	1.4	\$985.00	\$1,379.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/3/2020	Update DIP funds flow to reflect additional invoices for Agent.	0.3	\$550.00	\$165.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/4/2020	Update DIP funds flow to incorporate reduced amount for prepetition lender.	0.4	\$550.00	\$220.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/5/2020	Coordinate with DIP lenders re: DIP funding.	0.6	\$985.00	\$591.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/5/2020	Revise funds flow to reflect additional invoice received from Tacit legal advisor.	0.3	\$550.00	\$165.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/7/2020	Draft and review correspondence to K&E team re: Second interim DIP order.	0.7	\$985.00	\$689.50
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/8/2020	Participate in review of Second Interim DIP Order.	1.0	\$1,195.00	\$1,195.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/8/2020	Review correspondence addressing bid procedures motion and DIP term sheet revisions.	0.4	\$1,195.00	\$478.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/8/2020	Participate in discussion with Debtors counsel, HL, and Huron team re: second interim DIP order.	0.8	\$985.00	\$788.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/8/2020	Prepare for and participate in meeting with counsel, HL, and CRO team to discuss Second Interim DIP Order and provide summary comments.	0.8	\$550.00	\$440.00
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	10/8/2020	Prepare for and attend meeting with K&E Team, HL Team and CRO Team to discuss second interim DIP order.	0.8	\$300.00	\$240.00
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/12/2020	Prepare and review funds flow for second DIP funding.	0.4	\$550.00	\$220.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/13/2020	Prepare for and discuss UCC DIP Issues with Huron team.	0.9	\$1,195.00	\$1,075.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/13/2020	Attend call with UCC and Huron team re: DIP budget issues/concerns.	0.5	\$985.00	\$492.50
10	DIP Financing, Exit Financing, Cash Collateral	Quintile, Amanda	09205-001	10/13/2020	Prepare for and participate in meeting with UCC and CRO team to discuss DIP budget.	0.5	\$300.00	\$150.00
10	DIP Financing, Exit Financing, Cash Collateral	DiDonato, John C	09205-001	10/15/2020	Review of DIP financing motion.	0.5	\$1,195.00	\$597.50
10	DIP Financing, Exit Financing, Cash Collateral	McCormack, David	09205-001	10/15/2020	Review and update proposed changes to DIP Budget and share with CRO team for review and feedback.	0.3	\$550.00	\$165.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/22/2020	Prepare for and participate in multiple calls throughout the day with Tacit re: DIP budget and closing time.	1.9	\$985.00	\$1,871.50
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/23/2020	Prepare for and participate in multiple calls throughout the day with Tacit re: DIP funding.	2.6	\$985.00	\$2,561.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/27/2020	Coordinate with both Tacit and TSI finance team re: DIP funding.	0.4	\$985.00	\$394.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/28/2020	Coordinate with Tacit re: DIP funding.	0.8	\$985.00	\$788.00
10	DIP Financing, Exit Financing, Cash Collateral	Marcero, Laura A	09205-001	10/29/2020	Review liquidation analysis and provide Huron team with feedback/edits.	1.2	\$985.00	\$1,182.00
MATTER 10 SUBTOTAL						136.0		\$110,309.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	9/26/2020	Coordinate with Debtors' investment banker on activities and priority work streams.	0.6	\$750.00	\$450.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	9/26/2020	Prepare for and meet with Houlihan Lokey re: priority work streams.	0.5	\$300.00	\$150.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	9/28/2020	Prepare for and participate in discussion with Kennedy Lewis re: asset sale.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	9/30/2020	Attend meeting with Huron team to discuss questions re: APA.	1.5	\$1,195.00	\$1,792.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	9/30/2020	Participate in meeting with Huron team re: APA open items and next steps.	1.7	\$985.00	\$1,674.50
11	Asset Sale & Disposition Support	McCormack, David	09205-001	9/30/2020	Address certain questions from Debtors' counsel relating to TSI's APA, and draft emails to TSI HR, finance, and legal teams to obtain additional information.	1.4	\$550.00	\$770.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/1/2020	Review and respond to correspondence re: APA and address open items.	0.9	\$1,195.00	\$1,075.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/1/2020	Participate in multiple calls throughout the day with Debtors' counsel re: APA schedules.	1.8	\$985.00	\$1,773.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/1/2020	Review of APA schedules and provide feedback to Debtors' counsel and Huron team.	1.2	\$985.00	\$1,182.00
11	Asset Sale & Disposition Support	McCormack, David	09205-001	10/1/2020	Review responses to questions on APA and compile summary for Debtors' counsel.	0.7	\$550.00	\$385.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/2/2020	Review of CIM and open items provided by HL team.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/2/2020	Prepare for and participate in multiple calls throughout the day with Counsel re: APA schedules.	2.3	\$985.00	\$2,265.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/2/2020	Participate in multiple calls throughout the day with Tacit team re: sale.	2.1	\$985.00	\$2,068.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/3/2020	Attend meeting with Huron team after Tacit call to address open items and next steps.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/3/2020	Prepare correspondence addressing transition to buyer occupancy costs, CIM, and open items.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/3/2020	Prepare for and attend regroup meeting with Huron team after Tacit call.	0.8	\$985.00	\$788.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
11	Asset Sale & Disposition Support	McCormack, David	09205-001	10/3/2020	Prepare for and participate in follow-up discussion with CRO team to discuss Tacit priorities and concerns.	0.4	\$550.00	\$220.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/4/2020	Respond to email addressing buyer and lender advisor re: rent for debtors.	0.3	\$1,195.00	\$358.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/4/2020	Draft follow-up email addressing outstanding due diligence items.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/6/2020	Prepare for and attend in-person meeting with DIP lenders and Deputy CRO.	1.9	\$1,195.00	\$2,270.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/6/2020	Review of schedules to APA and coordinate with Debtors' counsel to obtain the requested data.	1.5	\$750.00	\$1,125.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/6/2020	Review the schedule of IP and the entity in which it resides.	0.3	\$750.00	\$225.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/6/2020	Prepare for and attend in-person meeting with DIP lenders and CRO.	2.2	\$985.00	\$2,167.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/7/2020	Attend Due Diligence call.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/7/2020	Draft responses to emails addressing CIM, member communications, and due diligence.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/7/2020	Review of operating location performance.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/7/2020	Review of schedules to APA and coordinate with counsel to obtain the requested information.	0.5	\$750.00	\$375.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/7/2020	Prepare for and attend Due Diligence call.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/8/2020	Attend due diligence catch up.	1.0	\$1,195.00	\$1,195.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/8/2020	Review APA disclosure letters.	0.7	\$1,195.00	\$836.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/8/2020	Communications with Debtors' counsel and buyer re: APA.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/8/2020	Review the APA schedules and populate with available data.	1.4	\$750.00	\$1,050.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/8/2020	Coordinate with counsel on flexibility to undertake a draft member contract sale.	0.5	\$750.00	\$375.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/8/2020	Prepare for and attend due diligence catch up.	1.3	\$985.00	\$1,280.50
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/8/2020	Review and summarize certain disclosures in the draft APA and discussion with Huron team re: same.	1.8	\$695.00	\$1,251.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/9/2020	Participate in discussion re: IT related schedules to APA with Debtors and Huron team.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/9/2020	Review and respond to email addressing bidder and employee plans.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/9/2020	Discuss IT related schedules in APA with Huron team and TSI.	0.7	\$750.00	\$525.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/9/2020	Review responses on APA schedules received from TSI management.	0.6	\$750.00	\$450.00
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/9/2020	Prepare and participate in conference call with TSI management re: disclosures in the APA.	0.7	\$695.00	\$486.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/10/2020	Review APA schedules with DCRO and make edits to share with counsel.	1.3	\$750.00	\$975.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/11/2020	Participate in meeting with TSI operations re: coordination of club closures.	1.0	\$750.00	\$750.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/11/2020	Continue to work on APA disclosure schedules.	0.4	\$750.00	\$300.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/11/2020	Prepare for and participate in numerous calls throughout the day with Tacit team re: sale.	2.3	\$985.00	\$2,265.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/11/2020	Prepare for and participate in multiple calls throughout the day with Hilco team re: leases.	1.7	\$985.00	\$1,674.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/12/2020	Prepare for and attend call with Kennedy Lewis and Huron team.	0.8	\$1,195.00	\$956.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/12/2020	Coordinate club closures with Debtors counsel and TSI management.	2.5	\$750.00	\$1,875.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/12/2020	Prepare for and participate in discussion with Huron team and TSI re: APA schedules and open items.	1.9	\$750.00	\$1,425.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/12/2020	Prepare for and attend call with Underwriters.	1.3	\$985.00	\$1,280.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/12/2020	Review related party transactions and provide Huron team with feedback/edits.	1.1	\$985.00	\$1,083.50
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/12/2020	Numerous correspondence with Houlihan Lokey regarding the Debtors data room, executory contracts and unexpired leases.	0.9	\$695.00	\$625.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/13/2020	Continue to coordinate club closures with Debtors counsel and TSI management.	1.5	\$750.00	\$1,125.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/13/2020	Review contracts supporting APA and coordinate with Debtors' counsel and investment banker.	2.1	\$750.00	\$1,575.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/13/2020	Prepare for and attend meeting with TSI and Huron team re: club closure coordination, open items and next steps.	1.6	\$985.00	\$1,576.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/13/2020	Participate in meeting with Debtors' counsel, Huron team and Tacit re: APA.	0.9	\$985.00	\$886.50
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Prepare for and participate in meeting with TSI legal team and Huon team to discuss the APA disclosure schedule.	1.8	\$300.00	\$540.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Update APA disclosure schedule section 3.3 with a chart of business license names and descriptions.	1.3	\$300.00	\$390.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Update APA disclosure schedule section 3.7 listing all litigation decrees.	1.8	\$300.00	\$540.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Continue to update APA disclosure schedule section 3.7 listing additional litigation decrees provided by TSI legal team.	1.4	\$300.00	\$420.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Update APA disclosure schedule section 3.11 with a data privacy incident report summary.	0.8	\$300.00	\$240.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Review the Debtors' employee benefit guide and incentive plans to update section 3.12 employee benefits of the APA disclosure schedule.	1.3	\$300.00	\$390.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Update APA disclosure schedule section 3.12 employee benefits with a list of all benefits and correspondence to TSI HR team for review and feedback.	1.2	\$300.00	\$360.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Make further updates to APA disclosure schedule section 3.12 employee benefits list of all benefits with feedback received from HR team.	0.6	\$300.00	\$180.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Prepare for and discuss with TSI legal team section 3.16 Related Party transactions of the APA disclosure schedule.	0.5	\$300.00	\$150.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/13/2020	Update APA disclosure schedule section 3.16 Related Party with a chart of agreements between contractors/ owners and the date executed.	0.9	\$300.00	\$270.00
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/13/2020	Participate in conference call with HL and Huron team regarding status of executory contracts and unexpired leases with respect the 363 sale.	0.4	\$695.00	\$278.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/14/2020	Prepare for and attend call with Kennedy Lewis.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/14/2020	Continue to coordinate club closures with TSI and Debtors counsel.	1.5	\$750.00	\$1,125.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/14/2020	Prepare for and discuss disclosure schedules supporting APA coordination with Debtors' counsel.	2.3	\$750.00	\$1,725.00
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/14/2020	Correspondence with HL regarding documentation in the data room with respect to the sale of assets.	0.3	\$695.00	\$208.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/15/2020	Coordinate DIP /APA signatories.	0.3	\$1,195.00	\$358.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/15/2020	Continue to coordinate club closures with Huron team, TSI and Debtors' counsel.	1.9	\$750.00	\$1,425.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/15/2020	Prepare for and discuss disclosure schedules supporting APA coordination with counsel.	1.5	\$750.00	\$1,125.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/15/2020	Review and coordinate DIP/APA signatories.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/15/2020	Prepare for and attend meeting with Huron team, TSI and Debtors' counsel re: club closure coordination.	1.7	\$985.00	\$1,674.50
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/15/2020	Prepare for and attend meeting with CRO team, HL, and TSI legal to discuss APA disclosure schedule and next steps.	1.6	\$300.00	\$480.00
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with CRO team regarding disclosures to the APA.	0.3	\$695.00	\$208.50
11	Asset Sale & Disposition Support	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with CRO team with respect to disclosures to the APA re: material contracts and status.	0.3	\$695.00	\$208.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/16/2020	Attend club closure coordination and planning with TSI and Huron team.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/16/2020	Attend internal update on closure plan.	0.7	\$1,195.00	\$836.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/16/2020	Continue to coordinate club closures with TSI management and Huron team.	2.5	\$750.00	\$1,875.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/16/2020	Review and update disclosure schedules supporting APA and communications with TSI, Debtors' counsel and Huron team.	2.7	\$750.00	\$2,025.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/16/2020	Prepare for and attend club closure coordination and planning.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/16/2020	Prepare for and attend internal update on closure plan.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/16/2020	Compile and review index of 117 contracts in the Debtors' data room.	2.1	\$300.00	\$630.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/16/2020	Map each of the critical vendors to the index of contacts and create a summary to highlight which contracts we have/ which still need to be uploaded.	1.7	\$300.00	\$510.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/17/2020	Review and respond to correspondence re: addressing club closing protocols, equipment salvaging, and closure plant.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/17/2020	Continue to coordinate club closures with Debtors.	1.5	\$750.00	\$1,125.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/17/2020	Review and analyze critical vendor contract list to identify contracts that need to be uploaded in support of APA disclosures.	2.1	\$750.00	\$1,575.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/17/2020	Attend meeting with TSI management and Huron team re: club closure coordination & follow ups.	1.6	\$985.00	\$1,576.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/18/2020	Continue to coordinate club closures and follow-up with TSI management.	0.8	\$750.00	\$600.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/18/2020	Continue to review and analyze the critical vendor contract list to identify additional contracts that need to be uploaded & additional follow up.	0.9	\$750.00	\$675.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/18/2020	Prepare for and attend meeting with TSI management and Huron team re: club closure coordination, open items and next steps.	0.8	\$985.00	\$788.00
11	Asset Sale & Disposition Support	Quintile, Amanda	09205-001	10/18/2020	Prepare for and attend call with CRO team and TSI legal team to discuss review of contracts.	0.6	\$300.00	\$180.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/19/2020	Continue to coordinate club closures with TSI management and address open items.	1.8	\$750.00	\$1,350.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/19/2020	Prepare and review schedule of APA listing all operating entities.	1.3	\$750.00	\$975.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/19/2020	Review and analyze disclosure statements to the APA and clarify details related to the operating clubs.	1.1	\$750.00	\$825.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/19/2020	Prepare for and attend call with Huron team and TSI re: club closure coordination.	1.9	\$985.00	\$1,871.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/19/2020	Coordinate with counsel re: status of APA.	0.4	\$985.00	\$394.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/20/2020	Continue to coordinate club closures and follow-up with TSI management re: open items and next steps.	1.3	\$750.00	\$975.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/20/2020	Coordinate the retrieval of Debtor contracts in support of the sale.	1.6	\$750.00	\$1,200.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/20/2020	Multiple calls with Tacit throughout the day re: APA and settlement.	1.4	\$985.00	\$1,379.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/21/2020	Coordinate and liaise the completion of supporting APA schedules.	1.4	\$750.00	\$1,050.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/21/2020	Analyze the fixed asset ledger and prepare summary schedule to track equipment.	1.7	\$750.00	\$1,275.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/22/2020	Participate in meeting with Huron team re: process to catalog and index material contracts with respect to the Debtors' asset sale.	0.6	\$400.00	\$240.00
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/22/2020	Review and analyze the Debtors' investment bankers' data room for contracts to include in index.	0.9	\$400.00	\$360.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/22/2020	Coordinate and review the supporting schedules for the APA.	3.4	\$750.00	\$2,550.00
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/23/2020	Review and update contracts index including but not limited to: consulting agreements, warrant to purchase common stock, master electricity service agreement, reimbursement agreement, gas service agreement, license agreement, consulting agreement, claims administration services agreement, etc.	1.4	\$400.00	\$560.00
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/23/2020	Continue review and update index with contracts/leases including but not limited to: managed service agreements, preventative maintenance service agreements, agreements to sell and purchase energy, and professional engineering service contracts.	0.8	\$400.00	\$320.00
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/23/2020	Continue review and update index with contracts/leases including but not limited to: license service agreement contracts, commercial membership contract, firm alarm monitoring agreement, partnership agreement, SaaS terms agreement, commodity master agreement, letter agreement, credit agreement.	1.1	\$400.00	\$440.00
11	Asset Sale & Disposition Support	Bojanowski, Adam	09205-001	10/23/2020	Review and update index of contracts/leases with feedback received from Huron team.	0.7	\$400.00	\$280.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/23/2020	Map unreturned lease assets to locations and analyze the reasons for abandoned lease assets.	3.1	\$750.00	\$2,325.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/23/2020	Identify the mapping of contract listing to the relevant contract in the data room.	1.2	\$750.00	\$900.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/24/2020	Initial review of asset purchase agreement.	0.7	\$985.00	\$689.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/25/2020	Review of alternative bidders and intercompany activity.	0.7	\$1,195.00	\$836.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/25/2020	Review and analyze data re: APA supporting schedule and communications with Debtors' counsel, CRO team and TSI re: same.	0.8	\$750.00	\$600.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/26/2020	Review of emails addressing gym closure and equipment movement.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/26/2020	Review of asset purchase agreement and provide feedback to Huron team.	1.1	\$1,195.00	\$1,314.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/26/2020	Prepare for and attend call to discuss the tracking of fixed assets for closed gyms and perform follow up analysis.	2.7	\$750.00	\$2,025.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/26/2020	Coordinate with Debtors' counsel on APA disclosures, open items and next steps.	1.3	\$750.00	\$975.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/26/2020	Continue to review asset purchase agreement and provide feedback to Huron team.	1.4	\$985.00	\$1,379.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/26/2020	Prepare for and participate in multiple calls throughout the day with Tacit team re: Managed clubs, Swiss Club, and DIP funding.	1.8	\$985.00	\$1,773.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/26/2020	Prepare for and participate in multiple calls throughout the day with counsel re: membership lists, Astor place, and DIP Funding.	1.6	\$985.00	\$1,576.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/27/2020	Review and update the transition item tracker.	0.4	\$750.00	\$300.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/27/2020	Review and coordinate the mark up of disclosure statements with Huron team.	0.7	\$750.00	\$525.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/28/2020	Attend transition items call with Tacit re: APA.	1.1	\$750.00	\$825.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/28/2020	Update the transition item tracker.	0.5	\$750.00	\$375.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/28/2020	Coordinate the closure of additional four clubs and perform follow up analysis.	1.2	\$750.00	\$900.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/29/2020	Discuss and follow up with CEO re: settlement.	0.6	\$1,195.00	\$717.00
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/29/2020	Review current status of occupancy costs and status of gym closures.	0.8	\$1,195.00	\$956.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/29/2020	Continue to coordinate the closure of additional four clubs and request updates form TSI team.	0.9	\$750.00	\$675.00
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/29/2020	Prepare for and attend transition items call with Tacit and update tracker based on discussions and feedback.	1.3	\$750.00	\$975.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/29/2020	Participate in discussion and follow up with CEO re: settlement.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/29/2020	Review current state of occupancy costs restructuring and gym closures.	0.7	\$985.00	\$689.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/29/2020	Prepare for and participate in call with Tacit re: transition items and review of updated tracker.	1.3	\$985.00	\$1,280.50
11	Asset Sale & Disposition Support	DiDonato, John C	09205-001	10/30/2020	Review and respond to correspondence re: sale order.	0.5	\$1,195.00	\$597.50
11	Asset Sale & Disposition Support	Gupta, Abhimanyu	09205-001	10/30/2020	Prepare for and attend transition items call with Tacit.	0.9	\$750.00	\$675.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/30/2020	Prepare for and participate in call with Tacit re: transition items.	0.6	\$985.00	\$591.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/31/2020	Prepare for and participate in multiple calls throughout the day with Tacit team re: sale.	1.3	\$985.00	\$1,280.50
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/31/2020	Review list of contracts for critical vendors with respect to sale and provide Huron team with feedback.	1.2	\$985.00	\$1,182.00
11	Asset Sale & Disposition Support	Marcero, Laura A	09205-001	10/31/2020	Review November occupancy for approved real estate deals and provide feedback.	1.3	\$985.00	\$1,280.50
MATTER 11 SUBTOTAL							159.8	\$128,407.50
12	Tax Issues/Analysis	Gupta, Abhimanyu	09205-001	10/2/2020	Discuss tax refund situation and debrief the CRO team.	1.5	\$750.00	\$1,125.00
12	Tax Issues/Analysis	DiDonato, John C	09205-001	10/3/2020	Review of tax refund background and management structure.	0.5	\$1,195.00	\$597.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
12	Tax Issues/Analysis	Gupta, Abhimanyu	09205-001	10/4/2020	Review memo on NYS Capital Insurance claims.	0.6	\$750.00	\$450.00
12	Tax Issues/Analysis	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with Counsel, Houlihan Lokey, and CRO team to discuss tax refund items.	0.6	\$550.00	\$330.00
12	Tax Issues/Analysis	DiDonato, John C	09205-001	10/8/2020	Participate in discussion with Debtors' counsel re: Debtors' tax issues.	0.6	\$1,195.00	\$717.00
12	Tax Issues/Analysis	Marcero, Laura A	09205-001	10/8/2020	Prepare for and attend discussion with Debtors' counsel re: potential tax issues.	0.8	\$985.00	\$788.00
12	Tax Issues/Analysis	McCormack, David	09205-001	10/8/2020	Prepare for and participate in discussion with Counsel to discuss tax issues and refund ownership.	0.5	\$550.00	\$275.00
12	Tax Issues/Analysis	McCormack, David	09205-001	10/15/2020	Review sales tax payments required for September 2020 and create summary schedule.	0.4	\$550.00	\$220.00
12	Tax Issues/Analysis	Quintile, Amanda	09205-001	10/15/2020	Review sales and use tax reports provided by the TSI team.	0.9	\$300.00	\$270.00
12	Tax Issues/Analysis	Quintile, Amanda	09205-001	10/15/2020	Compile and review summary schedule of sales and use tax reports by state and send to CRO team for feedback.	1.2	\$300.00	\$360.00
						MATTER 12 SUBTOTAL	7.6	\$5,132.50
13	Collateral & Credit Analysis	McCormack, David	09205-001	9/28/2020	Review TSI Credit Agreements and begin populating list of key terms.	1.5	\$550.00	\$825.00
13	Collateral & Credit Analysis	McCormack, David	09205-001	9/28/2020	Review amendments to TSI's Credit Agreement and compile listing of key terms.	1.2	\$550.00	\$660.00
13	Collateral & Credit Analysis	McCormack, David	09205-001	9/28/2020	Compile list of guarantors to TSI's Credit Agreements.	0.5	\$550.00	\$275.00
13	Collateral & Credit Analysis	McCormack, David	09205-001	10/4/2020	Update summary of TSI credit agreements based on continued review.	1.4	\$550.00	\$770.00
13	Collateral & Credit Analysis	McCormack, David	09205-001	10/7/2020	Prepare analysis of fixed assets by club and category, and share with TSI finance and accounting teams to incorporate additional feedback.	1.4	\$550.00	\$770.00
						MATTER 13 SUBTOTAL	6.0	\$3,300.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	9/28/2020	Analyze membership data and prepare format for further analysis.	0.6	\$750.00	\$450.00
14	Account Analysis & Reconciliations	DiDonato, John C	09205-001	10/7/2020	Review and respond to email addressing utility analysis.	0.5	\$1,195.00	\$597.50
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/7/2020	Review the utility deposit analysis and coordinate a response.	0.4	\$750.00	\$300.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/8/2020	Prepare the requested information from the insurance broker.	0.5	\$750.00	\$375.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/13/2020	Review IBNR analysis and discuss with Huron and TSI management.	1.6	\$750.00	\$1,200.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/19/2020	Discuss the refund and chargeback process with TSI to determine post-petition amounts.	0.8	\$750.00	\$600.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/20/2020	Discuss the refund and chargeback methodology with TSI to determine post-petition amounts.	0.9	\$750.00	\$675.00
14	Account Analysis & Reconciliations	Gupta, Abhimanyu	09205-001	10/29/2020	Analyze inter-company transactions.	0.9	\$750.00	\$675.00
						MATTER 14 SUBTOTAL	6.2	\$4,872.50
18	Employee Retention Programs	Gupta, Abhimanyu	09205-001	10/5/2020	Review and analyze KERP calculation logic.	0.6	\$750.00	\$450.00
18	Employee Retention Programs	McCormack, David	09205-001	10/5/2020	Review payroll and proposed KERP allocation data received from TSI management and prepare summary schedule.	1.4	\$550.00	\$770.00
18	Employee Retention Programs	Gupta, Abhimanyu	09205-001	10/6/2020	Review of proposed KERP analysis by management.	0.6	\$750.00	\$450.00
18	Employee Retention Programs	Gupta, Abhimanyu	09205-001	10/6/2020	Prepare for and participate in meeting with TSI executive team regarding available KERP balance.	0.9	\$750.00	\$675.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/6/2020	Attend meeting with Huron team and TSI management re: KERP.	0.6	\$985.00	\$591.00
18	Employee Retention Programs	McCormack, David	09205-001	10/6/2020	Prepare for and participate in discussion with TSI management re: KERP plan and proposed allocations.	0.7	\$550.00	\$385.00
18	Employee Retention Programs	McCormack, David	09205-001	10/6/2020	Update TSI KERP summary based on internal review and discussion.	0.7	\$550.00	\$385.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/6/2020	Prepare for and attend meeting with CRO team and TSI management re: proposed KERP.	0.6	\$300.00	\$180.00
18	Employee Retention Programs	Vidal, Adriana	09205-001	10/6/2020	Prepare for and participate for call with TSI management regarding proposed KERP.	0.3	\$695.00	\$208.50
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/9/2020	Participate in discussion with Huron team re: KERP allocation and revised amounts in accordance with DIP Budget.	0.8	\$985.00	\$788.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/9/2020	Review updated draft of KERP allocations based on discussions with TSI management.	1.5	\$985.00	\$1,477.50
18	Employee Retention Programs	McCormack, David	09205-001	10/9/2020	Participate in discussion with CRO team re: KERP allocation and updated amounts in accordance with DIP Budget.	0.8	\$550.00	\$440.00
18	Employee Retention Programs	McCormack, David	09205-001	10/9/2020	Prepare updated draft of KERP allocations based on discussions with TSI management.	1.5	\$550.00	\$825.00
18	Employee Retention Programs	DiDonato, John C	09205-001	10/10/2020	Prepare for and attend discussion re: KERP.	0.6	\$1,195.00	\$717.00
18	Employee Retention Programs	McCormack, David	09205-001	10/10/2020	Update KERP allocation analysis based on internal review and discussion, and prepare updated summary schedule.	1.6	\$550.00	\$880.00
18	Employee Retention Programs	DiDonato, John C	09205-001	10/11/2020	Attend discussion re: KERP with Huron team.	0.5	\$1,195.00	\$597.50
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/11/2020	Participate in discussion with Huron team re: KERP.	0.3	\$985.00	\$295.50
18	Employee Retention Programs	DiDonato, John C	09205-001	10/13/2020	Review and respond to correspondence re: Debtors' KERP and review of latest turn of analysis.	1.2	\$1,195.00	\$1,434.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/14/2020	Prepare for and attend employee calls with Tacit team.	1.8	\$985.00	\$1,773.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/14/2020	Review and edit KERP motion to file on 10/15 and share updated motion with YCST for feedback.	1.4	\$985.00	\$1,379.00
18	Employee Retention Programs	McCormack, David	09205-001	10/14/2020	Review analysis of comparable case KERPs to ensure representations are accurate.	0.8	\$550.00	\$440.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/14/2020	Compile and review KERP for 16 Debtors comparable companies provided by BRG team to validate their presentation and include in the declaration re: KERP.	0.8	\$300.00	\$240.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/14/2020	Review and update KERP comparables summary with 16 debtors KERP orders to determine the average KERP per employee by identifying the number of employees eligible for KERP and the total KERP amount.	2.3	\$300.00	\$690.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/14/2020	Identify bankruptcy filing date for the 16 comparable debtors and update KERP comparables summary.	0.8	\$300.00	\$240.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/14/2020	Review and update KERP comparables summary with 16 debtors revenue prior to filing for bankruptcy protection from SEC filings (10-K) and the bankruptcy filing date to determine the total KERP % of revenue.	2.4	\$300.00	\$720.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/14/2020	Review and update KERP comparables summary with 16 debtors revenue prior to filing for bankruptcy protection from SEC filings (10-K) and the bankruptcy filing date to determine the total KERP % of assets.	1.6	\$300.00	\$480.00
18	Employee Retention Programs	DiDonato, John C	09205-001	10/15/2020	Review the latest turn of the Debtors' KERP and provide feedback/edits.	0.3	\$1,195.00	\$358.50
18	Employee Retention Programs	McCormack, David	09205-001	10/15/2020	Compile and review summary analysis of KERP comparables for inclusion in KERP Motion.	0.7	\$550.00	\$385.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/15/2020	Update KERP comparables summary with source information for all of 16 debtors.	1.9	\$300.00	\$570.00
18	Employee Retention Programs	Quintile, Amanda	09205-001	10/15/2020	Draft email to CRO team with findings for KERP comparables summary highlighting source data for the 16 debtors and the validation against the KERP comparables information provided by the BRG team.	1.3	\$300.00	\$390.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/19/2020	Attend meetings with TSI and Huron team re: the Debtors KERP.	0.8	\$985.00	\$788.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare for and participate in discussion with TSI finance team re: KERP allocations and next steps.	0.6	\$550.00	\$330.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare summary of KERP allocations for TSI accounting team to share with accounting team and discuss questions and issues with management.	0.8	\$550.00	\$440.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare summary of KERP allocations for TSI HR team to share with HR team and discuss questions and issues with management.	0.5	\$550.00	\$275.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare summary of KERP allocations for TSI IT team to share with IT team and discuss questions and issues with management.	0.8	\$550.00	\$440.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare summary of KERP allocations for TSI operations team to share with operations team and discuss questions and issues with management.	1.2	\$550.00	\$660.00
18	Employee Retention Programs	McCormack, David	09205-001	10/19/2020	Prepare summary of KERP allocations for TSI finance team to share with finance team and discuss questions and issues with management.	0.6	\$550.00	\$330.00
18	Employee Retention Programs	Marcero, Laura A	09205-001	10/21/2020	Prepare for and attend call with TSI management re: temporary accounts payable staffing.	1.4	\$985.00	\$1,379.00
MATTER 18 SUBTOTAL							38.0	\$23,856.50
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/6/2020	Participate in follow-up conversation with TSI finance and accounting team re: liquidity, reporting, chart of accounts, bank accounts, and other matters.	1.2	\$550.00	\$660.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/7/2020	Participate in internal discussion with CRO team to discuss TSI treasury management, bank accounts, disbursement process, and similar matters.	1.0	\$550.00	\$550.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/20/2020	Participate in discussion with TSI finance team to discuss variances to actuals and potential areas of significant accrued post-petition AP.	0.8	\$550.00	\$440.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/21/2020	Analyze data relating to invoices not in TSI's accounts payable ledger to understand magnitude of potential accrued post-petition AP.	1.2	\$550.00	\$660.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/21/2020	Coordinate with AP and accounting team to develop plan to ensure all unentered invoices can receive proper approvals and be satisfied.	1.0	\$550.00	\$550.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/25/2020	Review listing of bank accounts and compare against bank accounts to which CRO team has access to confirm transaction data is available.	1.2	\$550.00	\$660.00
19	Analysis of Accounting and Disclosure Matters	Gupta, Abhimanyu	09205-001	10/26/2020	Review and analyze draft September 30th debtor financial statements with the TSI finance team.	1.9	\$750.00	\$1,425.00
19	Analysis of Accounting and Disclosure Matters	Gupta, Abhimanyu	09205-001	10/27/2020	Review and analyze draft September 30th debtor financial statements and highlight questions / clarifications.	2.3	\$750.00	\$1,725.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/27/2020	Prepare for and participate in discussion with TSI accounting team to discuss draft September financials, including stub post-petition period.	1.2	\$550.00	\$660.00
19	Analysis of Accounting and Disclosure Matters	Gupta, Abhimanyu	09205-001	10/28/2020	Review and analyze debtor financial statements with the TSI finance team and CRO team.	3.1	\$750.00	\$2,325.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/28/2020	Prepare for and participate in discussion with CRO to discuss post-petition AP and accrued expenses.	0.6	\$550.00	\$330.00
19	Analysis of Accounting and Disclosure Matters	Gupta, Abhimanyu	09205-001	10/29/2020	Analyze debtor financial statements for the additional entities that filed.	1.4	\$750.00	\$1,050.00
19	Analysis of Accounting and Disclosure Matters	McCormack, David	09205-001	10/29/2020	Prepare for and participate in discussion with TSI finance team to discuss potential for accrued insurance, benefit, tax, and other expenses and review underpinnings of model to understand positive variances.	1.2	\$550.00	\$660.00
MATTER 19 SUBTOTAL							18.1	\$11,695.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	9/28/2020	Review AP aging analysis and develop questions list for accounting and finance teams.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/1/2020	Prepare for and participate in discussion with TSI legal team to discuss critical vendors and contracts.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/1/2020	Review list of critical vendors received from vendors and determine whether vendor is truly critical and prepare schedule of same.	1.3	\$550.00	\$715.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/1/2020	Prepare summary email to memorialize discussion with TSI legal team regarding critical open items.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/1/2020	Prepare for and discuss critical vendors with CRO team and TSI legal.	1.1	\$300.00	\$330.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/1/2020	Compile and review a vendor tracker to record vendor matters with date/ time stamp and contact information.	0.7	\$300.00	\$210.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/1/2020	Update vendor tracker with vendor matters received to date.	0.5	\$300.00	\$150.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/1/2020	Review list of 213 critical vendors and descriptions provided by TSI legal team.	0.6	\$300.00	\$180.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/1/2020	Reconcile list of 213 critical vendors against AP Aging report to determine their pre- and post-petition balances.	1.8	\$300.00	\$540.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/2/2020	Prepare and review analysis to understand portion of post-petition AP relates to vendors characterized as critical.	1.8	\$550.00	\$990.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/2/2020	Review and update AP aging analysis of critical vendors based on feedback/edits from CRO team.	1.2	\$300.00	\$360.00
20	Accounts Payable/Vendor Issues	DiDonato, John C	09205-001	10/5/2020	Attend meeting with Daxko team re: motionsoft and CSI contracts/ACH processing.	0.5	\$1,195.00	\$597.50
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/5/2020	Participate in introductory call with Motionsoft.	0.5	\$750.00	\$375.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/5/2020	Participate in meeting with Daxko team re: motionsoft and CSI contracts/ACH processing.	0.5	\$985.00	\$492.50
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/5/2020	Prepare for and participate in discussion with critical TSI IT vendor to discuss outstanding invoices and similar issues.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/5/2020	Prepare for and attend meeting with CROs and Daxko team re: motionsoft and CSI contracts/ACH processing.	0.5	\$300.00	\$150.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/6/2020	Prepare for and participate in weekly disbursement meeting with TSI AP team re: disbursement process and discuss bankruptcy requirements.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/6/2020	Review disbursement data received from TSI to confirm only post-petition invoices are being contemplated to be paid.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/6/2020	Review capital expenditure projections and requirements for go-forward clubs and compare against keep/reject list.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/7/2020	Prepare for and participate in discussion with TSI AP team to review proposed disbursements for the week and discuss process.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/7/2020	Review proposed occupancy payments for October 2020.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/7/2020	Prepare occupancy schedule for review, confirm that payments are being made only on non-rejected debtor clubs, and request authorization from CROs to make payments.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/7/2020	Review TSI AP trial balance, flatten to allow analysis, and compare against disbursement list.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/7/2020	Prepare summary of proposed disbursements to share with CROs to seek approval for week's disbursements.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/7/2020	Prepare for and participate in discussion with TSI AP team to review proposed disbursements for the week.	1.2	\$300.00	\$360.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/8/2020	Prepare for and participate in disbursement approval discussion with Huron team.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/8/2020	Follow up with and participate in meeting with Huron team re: disbursements approval with certain caveats.	1.1	\$985.00	\$1,083.50
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/8/2020	Prepare for and participate in disbursement approval discussion with CROs.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/8/2020	Coordinate with TSI AP team on approved disbursements to ensure only approved disbursements are processed.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/8/2020	Prepare schedule of recommendations for capital expenditures and open POs for TSI and CROs review.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/9/2020	Attend discussion with TSI accounting re: capital expenditures and approval process.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/9/2020	Participate in discussion with TSI AP and management re: available data and review initial post-petition AP trial balance.	0.9	\$985.00	\$886.50
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/9/2020	Review and update communication to operations and finance teams re: cease capital expenditures and cancel open POs.	0.3	\$985.00	\$295.50
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/9/2020	Attend meeting re: capital expenditure requirements with TSI operations team.	0.7	\$985.00	\$689.50
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/9/2020	Review and discuss with Huron team additional requested disbursements received from AP team.	0.7	\$985.00	\$689.50
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Prepare for and participate in discussion with TSI accounting team re: capital expenditures and approval process.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Prepare for and participate in meeting with TSI AP team and management to discuss available data and review initial post-petition AP trial balance.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Prepare draft communication to operations and finance teams instructing them to cease capital expenditures and cancel open POs and share with CRO team for feedback/edits.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Discuss capital expenditure requirements with TSI operations team.	0.7	\$550.00	\$385.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Review additional requested disbursements received from AP team to ensure payments are required and compliant.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/9/2020	Prepare reconciliation of payments made to payments approved by CROs to confirm only approved payments were disbursed.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/10/2020	Participate in discussion with Debtors' counsel re: additional amounts for utility deposits.	0.4	\$985.00	\$394.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/10/2020	Prepare for and participate in discussion with Debtors' counsel to address additional amounts for utility deposits.	0.4	\$550.00	\$220.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/11/2020	Review and analyze additional data received on all open capital expenditure POs and compare against amounts budgeted.	1.2	\$550.00	\$660.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/11/2020	Review and analyze updated AP as of 10/9 and prepare summary.	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	DiDonato, John C	09205-001	10/12/2020	Attend meeting with Daxko and Huron re: motionsoft.	0.5	\$1,195.00	\$597.50
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/12/2020	Prepare for and meet with MotionSoft.	0.6	\$750.00	\$450.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/12/2020	Participate in meeting with Daxko team and Huron team re: motionsoft.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/12/2020	Meet with TSI operations and finance teams re: cancellation of purchase orders and approvals.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Prepare for and participate in follow-up discussion with critical TSI IT vendor to discuss outstanding invoices and similar issues.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations and finance teams to discuss capital expenditures, cancellation of purchase orders, and required maintenance.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Analyze updated AP trial balance and revert revisions to AP team.	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Review updated proposal for utility deposits and provide suggested edits.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Coordinate with finance and operations teams on required capital expenditures.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/12/2020	Review cash disbursement actuals for week ending 10/9 and compare against approved disbursements to ensure only approved payments were made.	1.1	\$550.00	\$605.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/12/2020	Prepare for and attend meeting with Daxko team and CRO team re: motionsoft.	0.6	\$300.00	\$180.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/12/2020	Prepare for and participate in discussion with TSI operations and finance teams to discuss cancellation of purchase orders and approvals.	0.6	\$300.00	\$180.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/13/2020	Participate in meeting with TSI management re: assumption and cure of contracts.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/13/2020	Prepare for and participate in meeting with TSI management to discuss contracts re: assumption and cure.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/13/2020	Review and analyze disbursements received from Debtors for cleaning supplies and provide recommended changes to requested amounts after coordinating with CROs.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/14/2020	Prepare for and participate in discussion with TSI AP team to review updated AP trial balance and review and discuss proposed disbursements for the week ending 10/16.	1.7	\$550.00	\$935.00
20	Accounts Payable/Vendor Issues	Quintile, Amanda	09205-001	10/14/2020	Prepare for and participate in discussion with TSI AP team to review updated AP trial balance and proposed disbursements for the week.	1.7	\$300.00	\$510.00
20	Accounts Payable/Vendor Issues	DiDonato, John C	09205-001	10/15/2020	Attend discussion with Huron team to review and approve disbursements for week ending 10/16.	0.5	\$1,195.00	\$597.50
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/15/2020	Review of disbursements in question and participate in discussion with Huron team re: approval of disbursements for week ending 10/16.	0.7	\$985.00	\$689.50
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/15/2020	Review final disbursement file, and provide Huron team with approve to forward to TSI AP team for payment.	0.6	\$985.00	\$591.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/15/2020	Prepare for and participate in discussion with CROs to approve disbursements for week ending 10/16	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/15/2020	Prepare summary of proposed payments, determine which payments should be made, and share analysis with CROs for final approval.	1.8	\$550.00	\$990.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/15/2020	Obtain access to TSI invoice system and review certain invoices proposed to be paid to ensure appropriateness of payments.	1.3	\$550.00	\$715.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/15/2020	Coordinate with AP team to ensure additional payments requested are included in payment proposal.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/15/2020	Prepare final approved disbursement file based on discussions with CRO, and share with AP team for payment.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/16/2020	Coordinate with TSI finance team to ensure required additional utility deposit payments are made.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/21/2020	Coordinate with RCN and Comcast to restore service for certain club locations, including confirming proper credit has been applied for pre-petition period.	1.1	\$550.00	\$605.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/21/2020	Review updated AP trial balance, incorporating previously un-entered post-petition AP, to determine amounts that will need to be satisfied prior to sale close.	1.6	\$550.00	\$880.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/22/2020	Prepare for and participate in weekly disbursement discussion with TSI AP team.	0.9	\$550.00	\$495.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/22/2020	Review listing of proposed disbursements for week ending 10/23 and prepare summary schedule for discussion with CROS, by location, category, and other metrics.	1.2	\$550.00	\$660.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/22/2020	Compare proposed approved disbursements against DIP budget projections and update internal analysis reflecting same.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/22/2020	Determine must-pay check payments for TSI AP to cut certain checks while in office.	0.4	\$550.00	\$220.00
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/23/2020	Compile and review summary of current state with Motionsoft re: payment outstanding issues.	1.1	\$750.00	\$825.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/23/2020	Coordinate with TSI AP team to discuss process for receipt and payment of insurance and benefit invoices, to determine amounts of accrued expenses not yet reflected.	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/23/2020	Address additional telecom shutdowns throughout the Debtors clubs to ensure service is restored.	1.8	\$550.00	\$990.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/24/2020	Review all disbursements made for week ending 10/23 and confirm compliance with approved disbursements.	1.3	\$550.00	\$715.00
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/26/2020	Prepare for and discuss with Motionsoft re: member transfer and provide CRO team with update.	1.1	\$750.00	\$825.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/26/2020	Review requested disbursements for certain maintenance and capital expenditures, and provide recommendation as to approved payments after discussing with TSI facilities team.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/27/2020	Follow up discussion with Motionsoft regarding member transfer and coordinating follow up response.	1.3	\$750.00	\$975.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/27/2020	Participate in meeting with Motionsoft and Huron team re: member transfers.	1.3	\$985.00	\$1,280.50
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/27/2020	Prepare for and participate in discussion with TSI AP team to review proposed disbursements for week ending 10/30 and review process for ensuring all post-petition AP has been entered.	1.3	\$550.00	\$715.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/27/2020	Review requested disbursements for certain of TSI's cleaning supplies and provide recommendation as to approved payments after comparing against previous spending and active locations.	0.4	\$550.00	\$220.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/27/2020	Review initial version of proposed payments for week ending 10/30 to ensure only post-petition amounts are included, and send suggested modifications to AP team.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Review professional fee accrual estimates provided by each respective debtor and UCC professional, and draft weekly fee statement.	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Update weekly fee statement though 10/24 based on internal review and discussion.	0.4	\$550.00	\$220.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Update professional fee pro-forma variance analysis through 10/24 based on accrual estimates received from each respective professional.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Participate in discussion with TSI facilities team to discuss certain recurring club contracts and determine whether risk exists for post-petition liabilities.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Coordinate with certain capex and maintenance vendor to discuss payment of post-petition AP and completion of ongoing projects.	0.4	\$550.00	\$220.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Review listing of proposed disbursements for week ending 10/30 and prepare summary schedule for discussion with CROS, by location, category, and other metrics.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Prepare for and participate in discussion with CROs to discuss proposed payments for week ending 10/30 and recommend approved disbursements.	0.6	\$550.00	\$330.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/28/2020	Prepare final schedule of approved payments for 10/30 and coordinate with TSI AP team to ensure payments are processed.	0.2	\$550.00	\$110.00
20	Accounts Payable/Vendor Issues	DiDonato, John C	09205-001	10/29/2020	Attend call with motionsoft and Huron team.	0.7	\$1,195.00	\$836.50
20	Accounts Payable/Vendor Issues	Gupta, Abhimanyu	09205-001	10/29/2020	Review and analyze Pro Gym invoices to determine pre and post invoices.	0.8	\$750.00	\$600.00
20	Accounts Payable/Vendor Issues	Marcero, Laura A	09205-001	10/29/2020	Participate in call with motionsoft and Huron team.	0.5	\$985.00	\$492.50
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/29/2020	Participate in meeting with TSI operations team to discuss difficulties encountered in cancelling service for certain telecom providers and to review alternative strategies.	0.7	\$550.00	\$385.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/29/2020	Follow up with TSI AP team to discuss concerns re: disbursements for week ending 10/30 and ensure protocols are followed.	0.9	\$550.00	\$495.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/30/2020	Coordinate with certain of TSI's telecom providers to ensure service is not shut off or can be restored, while confirming pre-petition amounts are credited properly.	0.8	\$550.00	\$440.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/30/2020	Coordinate with TSI accounting and AP teams to ensure post-petition amounts are paid for certain critical vendor.	0.5	\$550.00	\$275.00
20	Accounts Payable/Vendor Issues	McCormack, David	09205-001	10/31/2020	Research pre- and post-petition AP for certain vendors who contacted the CRO team directly to confirm amounts needed to cure.	0.5	\$550.00	\$275.00
MATTER 20 SUBTOTAL							81.7	\$49,463.50
23	Lease Issues	Gupta, Abhimanyu	09205-001	9/29/2020	Review lease rejection motion and compare with the list provided by potential lenders.	0.7	\$750.00	\$525.00
23	Lease Issues	Gupta, Abhimanyu	09205-001	9/30/2020	Review the terms of agreement with Hilco re: lease.	0.5	\$750.00	\$375.00
23	Lease Issues	Marcero, Laura A	09205-001	9/30/2020	Prepare for and participate in multiple calls throughout the day with Hilco re: leases.	1.4	\$985.00	\$1,379.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
23	Lease Issues	DiDonato, John C	09205-001	10/2/2020	Review of correspondence addressing Town Sports AG Hilco lease analysis.	0.5	\$1,195.00	\$597.50
23	Lease Issues	DiDonato, John C	09205-001	10/3/2020	Review amendment of Hilco relationship.	0.5	\$1,195.00	\$597.50
23	Lease Issues	DiDonato, John C	09205-001	10/3/2020	Continue review of Hilco agreements and amendments.	0.5	\$1,195.00	\$597.50
23	Lease Issues	DiDonato, John C	09205-001	10/3/2020	Prepare follow-up email after review of the Hilco agreements.	0.6	\$1,195.00	\$717.00
23	Lease Issues	DiDonato, John C	09205-001	10/4/2020	Attend TSI real estate call re: leases.	0.9	\$1,195.00	\$1,075.50
23	Lease Issues	DiDonato, John C	09205-001	10/4/2020	Review of correspondence re: Hilco and other follow up items.	0.5	\$1,195.00	\$597.50
23	Lease Issues	DiDonato, John C	09205-001	10/4/2020	Prepare for calls with Hilco re: leases.	0.6	\$1,195.00	\$717.00
23	Lease Issues	Gupta, Abhimanyu	09205-001	10/4/2020	Prepare for and participate in introductory call between lenders and TSI's real estate professionals .	1.1	\$750.00	\$825.00
23	Lease Issues	Marcero, Laura A	09205-001	10/4/2020	Participate in meeting with TSI real estate and Huron team.	1.0	\$985.00	\$985.00
23	Lease Issues	McCormack, David	09205-001	10/4/2020	Prepare for and participate in kickoff meeting to discuss open issues on real estate, including lease negotiations and decisions about additional debtors.	1.0	\$550.00	\$550.00
23	Lease Issues	Quintile, Amanda	09205-001	10/4/2020	Prepare for and attend introductory call between lenders and TSI's real estate professionals.	1.0	\$300.00	\$300.00
23	Lease Issues	DiDonato, John C	09205-001	10/5/2020	Attend daily TSI real estate call.	1.0	\$1,195.00	\$1,195.00
23	Lease Issues	DiDonato, John C	09205-001	10/5/2020	Review of real estate listings and emails.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/5/2020	Participate in daily meeting with TSI real estate and Huron team.	0.8	\$985.00	\$788.00
23	Lease Issues	Marcero, Laura A	09205-001	10/5/2020	Prepare for and attend call with Hilco re: report status of leases.	1.5	\$985.00	\$1,477.50
23	Lease Issues	Marcero, Laura A	09205-001	10/5/2020	Coordinate with YCST team re: additional entities filing.	0.8	\$985.00	\$788.00
23	Lease Issues	DiDonato, John C	09205-001	10/6/2020	Attend daily meeting with TSI real estate and Huron team.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/6/2020	Attend daily meeting with TSI real estate and Huron team.	0.5	\$985.00	\$492.50
23	Lease Issues	McCormack, David	09205-001	10/6/2020	Investigate certain contract counterparties at the request of Debtors' counsel to ensure conflicts can be cleared.	0.3	\$550.00	\$165.00
23	Lease Issues	DiDonato, John C	09205-001	10/7/2020	Attend daily TSI real estate call with Huron team.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/7/2020	Participate in call with TSI real estate and Huron team.	0.6	\$985.00	\$591.00
23	Lease Issues	Marcero, Laura A	09205-001	10/7/2020	Coordinate with Thompson Hine re: October rent for debtors.	0.5	\$985.00	\$492.50
23	Lease Issues	Marcero, Laura A	09205-001	10/7/2020	Attend call with K&E team to provide color on profitable clubs whose leases were rejected.	0.8	\$985.00	\$788.00
23	Lease Issues	Vidal, Adriana	09205-001	10/7/2020	Participate in discussion with respect to summary of locations lease rejections, continuing operations, etc.	0.4	\$695.00	\$278.00
23	Lease Issues	DiDonato, John C	09205-001	10/8/2020	Attend to meeting with Huron team and TSI real estate.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/8/2020	Prepare for and participate in all with Huron team and TSI real estate.	0.8	\$985.00	\$788.00
23	Lease Issues	Marcero, Laura A	09205-001	10/8/2020	Prepare for and participate in conference call with TSI real estate and Huron team.	0.9	\$985.00	\$886.50
23	Lease Issues	DiDonato, John C	09205-001	10/9/2020	Attend to daily call with Huron team and TSI real estate.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/9/2020	Coordinate with Hilco re: leases.	0.9	\$985.00	\$886.50
23	Lease Issues	Marcero, Laura A	09205-001	10/13/2020	Multiple calls with Hilco throughout the day re: leases.	2.5	\$985.00	\$2,462.50
23	Lease Issues	McCormack, David	09205-001	10/13/2020	Draft analysis of stub rent amounts to be paid to landlords based on rejection and filing date.	1.5	\$550.00	\$825.00
23	Lease Issues	McCormack, David	09205-001	10/13/2020	Update stub rent analysis based on internal review and discussion.	1.3	\$550.00	\$715.00
23	Lease Issues	DiDonato, John C	09205-001	10/14/2020	Participate in daily call with TSI real estate and Huron team.	0.4	\$1,195.00	\$478.00
23	Lease Issues	Marcero, Laura A	09205-001	10/14/2020	Attend daily call with Huron team and TSI real estate.	0.6	\$985.00	\$591.00
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Communications with CRO team and YCST regarding status of cure notices.	0.4	\$695.00	\$278.00
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Participate in conference with YCST with respect to status of cure notices.	0.4	\$695.00	\$278.00
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Participate in conference call with YCST and Epiq re: cure notices.	0.3	\$695.00	\$208.50
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Review and update draft cure notice listing with prepetition outstanding balance as of 9/13 and discussion with Epiq re: same.	2.4	\$695.00	\$1,668.00
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Participate in various conference calls with Epiq regarding status of cure notices and next steps.	0.7	\$695.00	\$486.50
23	Lease Issues	Vidal, Adriana	09205-001	10/15/2020	Participate in conference with Epiq with respect to cure notices.	0.3	\$695.00	\$208.50
23	Lease Issues	DiDonato, John C	09205-001	10/16/2020	Attend Huron briefing on landlord objections and DIP modifications.	0.5	\$1,195.00	\$597.50
23	Lease Issues	DiDonato, John C	09205-001	10/16/2020	Participate in conference call with Huron team and TSI real estate team.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/16/2020	Prepare for and attend internal briefing on landlord objections and DIP modifications.	0.6	\$985.00	\$591.00
23	Lease Issues	Marcero, Laura A	09205-001	10/16/2020	Prepare for and participate in meeting with Huron team and TSI real estate.	0.6	\$985.00	\$591.00
23	Lease Issues	Marcero, Laura A	09205-001	10/16/2020	Review and provide feedback re: cure notice to Huron team and Debtors' counsel.	1.3	\$985.00	\$1,280.50
23	Lease Issues	McCormack, David	09205-001	10/16/2020	Review landlord objections to Final DIP and prepare summary schedule.	0.7	\$550.00	\$385.00
23	Lease Issues	McCormack, David	09205-001	10/16/2020	Review amounts included in filed cure schedule and confirm amounts are consistent with TSI books and records.	0.7	\$550.00	\$385.00
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Participate on conference call with YCST and Epiq regarding cure notices and corresponding amounts outstanding as of the petition date.	0.6	\$695.00	\$417.00
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Prepare for and participate in conference call with TSI management and Epiq teams re: SOAL/SOFA and cure notices status, open items and follow up questions.	1.1	\$695.00	\$764.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Review and update draft cure notice listing with prepetition outstanding balance as of 9/13 as directed by YCST and identify counterparties without a vendor number for the Debtors to review and populate inclusive of correspondence with TSI re: same.	1.8	\$695.00	\$1,251.00
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Various discussions with Epiq regarding Debtors cure notice listing and status	0.6	\$695.00	\$417.00
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Review and update draft cure notice listing with prepetition outstanding balance as of 9/13 with vendor numbers for certain parties as identified by the Debtors.	1.3	\$695.00	\$903.50
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Participate on conference call with YCST re: cure notices.	0.3	\$695.00	\$208.50
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Participate on conference call with YCST and Epiq re: cure notices open questions.	0.7	\$695.00	\$486.50
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Review and update draft cure notice listing with prepetition outstanding balance as of 9/13 with additional vendor numbers for certain parties as identified by the Debtors.	1.1	\$695.00	\$764.50
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Various communications with TSI and Epiq re: executory contracts and unexpired leases for cure notice.	0.8	\$695.00	\$556.00
23	Lease Issues	Vidal, Adriana	09205-001	10/16/2020	Review and provide commentary to YCST and Epiq regarding latest turn of the cure notice for filing.	0.9	\$695.00	\$625.50
23	Lease Issues	McCormack, David	09205-001	10/18/2020	Prepare analysis comparing leases listed in initial cure motion against occupancy payments recently made to confirm all leases are listed.	1.7	\$550.00	\$935.00
23	Lease Issues	McCormack, David	09205-001	10/18/2020	Prepare analysis comparing contracts listed in initial cure motion against contract lists received recently made to confirm all contracts are listed.	1.3	\$550.00	\$715.00
23	Lease Issues	McCormack, David	09205-001	10/18/2020	Coordinate with Debtors' counsel to review potential additions or modification to cure initial cure motion.	0.6	\$550.00	\$330.00
23	Lease Issues	Vidal, Adriana	09205-001	10/18/2020	Review and locate cure amounts for certain contracts as requested by YCST.	0.4	\$695.00	\$278.00
23	Lease Issues	Vidal, Adriana	09205-001	10/18/2020	Participate in discussion with Epiq regarding cure notices.	0.3	\$695.00	\$208.50
23	Lease Issues	DiDonato, John C	09205-001	10/19/2020	Respond to email addressing second round of Debtor filings and gym closures.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/19/2020	Review and respond correspondence re: status of gym closures and rejection of leases with TSI management and Debtors' counsel.	1.1	\$985.00	\$1,083.50
23	Lease Issues	Marcero, Laura A	09205-001	10/19/2020	Participate in various discussions with TSI management and Debtors' counsel re: leases.	0.9	\$985.00	\$886.50
23	Lease Issues	McCormack, David	09205-001	10/19/2020	Review TSI data room to analyze content of certain leases to determine whether charges may need to be cured.	1.3	\$550.00	\$715.00
23	Lease Issues	McCormack, David	09205-001	10/19/2020	Review objection received from certain landlord to assumption of lease and follow up with TSI accounting team to determine reason for variance.	1.5	\$550.00	\$825.00
23	Lease Issues	McCormack, David	09205-001	10/19/2020	Coordinate with TSI accounting team to address potential required additions to assumption schedule or modifications to existing amounts.	1.4	\$550.00	\$770.00
23	Lease Issues	McCormack, David	09205-001	10/19/2020	Review data received from TSI accounting team to determine whether amounts on assumption schedule need to be modified.	1.4	\$550.00	\$770.00
23	Lease Issues	DiDonato, John C	09205-001	10/20/2020	Read cure assumption motion.	0.6	\$1,195.00	\$717.00
23	Lease Issues	Marcero, Laura A	09205-001	10/20/2020	Review of assumption to cure motion.	0.6	\$985.00	\$591.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Prepare summary of cure amounts for leases not listed on initial cure motion.	1.2	\$550.00	\$660.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Prepare summary of cure amounts for contracts not listed on initial cure motion.	1.1	\$550.00	\$605.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Prepare summary of revised cure amounts for leases and contracts listed on initial cure motion.	1.4	\$550.00	\$770.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Continue coordination with TSI accounting team to review details of contracts and leases that may need to be included on assumption schedule.	1.5	\$550.00	\$825.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Prepare draft of supplemental cure schedule to be included in filing.	1.1	\$550.00	\$605.00
23	Lease Issues	McCormack, David	09205-001	10/20/2020	Review additional contracts added to SOAL Schedule G to determine whether inclusion in supplemental cure notice may be warranted.	1.2	\$550.00	\$660.00
23	Lease Issues	Vidal, Adriana	09205-001	10/20/2020	Participate in discussions with YCST regarding supplemental cure notice.	0.7	\$695.00	\$486.50
23	Lease Issues	Vidal, Adriana	09205-001	10/20/2020	Review and update supplemental cure notice.	2.1	\$695.00	\$1,459.50
23	Lease Issues	Vidal, Adriana	09205-001	10/20/2020	Communications with YCST, TSI and CRO team re: supplemental cure notice.	1.1	\$695.00	\$764.50
23	Lease Issues	Vidal, Adriana	09205-001	10/20/2020	Review and update supplemental cure notice with feedback received from YCST and TSI.	1.1	\$695.00	\$764.50
23	Lease Issues	McCormack, David	09205-001	10/21/2020	Address additional issues with Debtors' counsel re: cure objections and investigate variances with assistance of TSI accounting team.	0.9	\$550.00	\$495.00
23	Lease Issues	Quintile, Amanda	09205-001	10/21/2020	Review latest supplemental cure notice schedule.	0.6	\$300.00	\$180.00
23	Lease Issues	Vidal, Adriana	09205-001	10/21/2020	Various communications with TSI legal regarding the Debtors supplemental cure listing.	0.9	\$695.00	\$625.50
23	Lease Issues	Vidal, Adriana	09205-001	10/21/2020	Communications with TSI re: outstanding balances for supplemental cure listing.	0.3	\$695.00	\$208.50
23	Lease Issues	DiDonato, John C	09205-001	10/22/2020	Review and respond to correspondence re: the Debtors' cure notices and status.	0.2	\$1,195.00	\$239.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
23	Lease Issues	Marcero, Laura A	09205-001	10/22/2020	Review draft supplemental cure listing provided by Huron team.	0.6	\$985.00	\$591.00
23	Lease Issues	McCormack, David	09205-001	10/22/2020	Review and work with TSI management to reconcile cure amount objections with Debtors' records and correspondence with Debtors' re: same.	0.7	\$550.00	\$385.00
23	Lease Issues	DiDonato, John C	09205-001	10/23/2020	Review and respond to correspondence re: cure amounts.	0.3	\$1,195.00	\$358.50
23	Lease Issues	McCormack, David	09205-001	10/23/2020	Review detail of contracts for certain counterparties who are objecting to proposed cure amounts.	1.9	\$550.00	\$1,045.00
23	Lease Issues	McCormack, David	09205-001	10/23/2020	Address additional landlord cure objections through discussions with TSI AP and accounting teams, and prepare summary for Debtors' counsel.	1.6	\$550.00	\$880.00
23	Lease Issues	Quintile, Amanda	09205-001	10/23/2020	Compile lease rejection schedule utilizing the Debtors' AP balances as of 10/14.	0.7	\$300.00	\$210.00
23	Lease Issues	Quintile, Amanda	09205-001	10/23/2020	Update lease rejection schedule with debtor/nondebtor, landlord name, landlord address, lease rejection amount utilizing the master location database and share with CRO team for feedback/ edits.	1.3	\$300.00	\$390.00
23	Lease Issues	Vidal, Adriana	09205-001	10/23/2020	Review and respond to correspondence with TSI and YCST with respect to certain potential executory contracts for the Debtors Schedule G and cure notice.	0.4	\$695.00	\$278.00
23	Lease Issues	McCormack, David	09205-001	10/24/2020	Correspond with Tacit re: October occupancy payments and related matters.	0.5	\$550.00	\$275.00
23	Lease Issues	McCormack, David	09205-001	10/24/2020	Research matters relating to leases purportedly terminated pre-petition and summarize issues for Tacit.	1.2	\$550.00	\$660.00
23	Lease Issues	McCormack, David	09205-001	10/26/2020	Research and address certain landlord requests re: stub and post-petition rent, and coordinate with accounting team to ensure payments were made as approved.	0.6	\$550.00	\$330.00
23	Lease Issues	DiDonato, John C	09205-001	10/27/2020	Attend TSI - real estate call.	0.5	\$1,195.00	\$597.50
23	Lease Issues	Marcero, Laura A	09205-001	10/27/2020	Participate in meeting with TSI - real estate call.	0.6	\$985.00	\$591.00
23	Lease Issues	Marcero, Laura A	09205-001	10/27/2020	Discuss with counsel Astor place.	0.6	\$985.00	\$591.00
23	Lease Issues	Marcero, Laura A	09205-001	10/27/2020	Discuss with counsel LL whose subtenant is still operating the space even though lease was rejected.	0.6	\$985.00	\$591.00
23	Lease Issues	McCormack, David	09205-001	10/27/2020	Address additional objections from landlords re: cure amounts, and work with TSI accounting team to reconcile amounts.	0.8	\$550.00	\$440.00
23	Lease Issues	Marcero, Laura A	09205-001	10/29/2020	Prepare for and attend TSI - real estate call.	0.5	\$985.00	\$492.50
23	Lease Issues	McCormack, David	09205-001	10/29/2020	Continue coordination with TSI accounting team to discuss open landlord objections and determine plan to address each.	0.9	\$550.00	\$495.00
23	Lease Issues	Vidal, Adriana	09205-001	10/29/2020	Communications with YCST regarding cure notices.	0.2	\$695.00	\$139.00
23	Lease Issues	Vidal, Adriana	09205-001	10/29/2020	Compile and review initial cure and supplemental cure listing including club numbers and updated cure amounts with counterparties consensually agreed upon amounts with counterparties.	0.8	\$695.00	\$556.00
23	Lease Issues	Marcero, Laura A	09205-001	10/30/2020	Participate meeting with finance and accounting teams to discuss November lease payments.	0.9	\$985.00	\$886.50
23	Lease Issues	Marcero, Laura A	09205-001	10/30/2020	Participate in discussion with TSI finance team and real estate advisor re: additional deals reached on certain leased locations.	0.8	\$985.00	\$788.00
23	Lease Issues	McCormack, David	09205-001	10/30/2020	Prepare for and participate in call with finance and accounting teams to discuss November lease payments.	0.8	\$550.00	\$440.00
23	Lease Issues	McCormack, David	09205-001	10/30/2020	Prepare for and participate in meeting with TSI finance team and real estate advisor to discuss additional deals reached on certain leased locations.	0.7	\$550.00	\$385.00
23	Lease Issues	McCormack, David	09205-001	10/30/2020	Review file received from TSI finance team to calculate proposed November lease payments and make corrections in coordination with team.	1.6	\$550.00	\$880.00
23	Lease Issues	McCormack, David	09205-001	10/30/2020	Coordinate with CRO team to provide responses to Debtors' counsel to address landlord cure objections based on information received from TSI.	0.9	\$550.00	\$495.00
23	Lease Issues	Quintile, Amanda	09205-001	10/30/2020	Review cure amount objections provided by TSI AP team.	0.6	\$300.00	\$180.00
23	Lease Issues	Quintile, Amanda	09205-001	10/30/2020	Identify reasons for variance between the Landlord cure amount and TSI cure amount for certain of the debtors.	1.6	\$300.00	\$480.00
23	Lease Issues	Quintile, Amanda	09205-001	10/30/2020	Draft email to YCST team highlighting findings for variance for certain Debtors and the CRO team's recommendation to resolve each cure objection.	0.8	\$300.00	\$240.00
23	Lease Issues	McCormack, David	09205-001	10/31/2020	Continue review of lease payment file received from TSI finance team and address proposed changes and questions.	1.5	\$550.00	\$825.00
23	Lease Issues	McCormack, David	09205-001	10/31/2020	Review remaining outstanding landlord cure objections and develop plan with TSI accounting team to reconcile amounts.	0.9	\$550.00	\$495.00
MATTER 23 SUBTOTAL						103.4		\$76,223.00
24	General/Case Administration	DiDonato, John C	09205-001	9/24/2020	Prepare for and attend internal reconvene with Huron team.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	9/24/2020	Prepare for and attend CRO Team update meeting.	0.6	\$750.00	\$450.00
24	General/Case Administration	McCormack, David	09205-001	9/24/2020	Address general case matters, time detail, and administration of the case with CRO team on 9/24.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	9/25/2020	Address general case matters, time detail, and administration of the case with CRO team on 9/25.	0.3	\$550.00	\$165.00
24	General/Case Administration	McCormack, David	09205-001	9/25/2020	Continue attention to internal engagement review process.	0.4	\$550.00	\$220.00
24	General/Case Administration	Quintile, Amanda	09205-001	9/25/2020	Review / download new dockets as of 9/25 posted by Epiq and update docket tracker.	0.4	\$300.00	\$120.00
24	General/Case Administration	Quintile, Amanda	09205-001	9/25/2020	Compile and review Debtors' docket tracker.	0.3	\$300.00	\$90.00
24	General/Case Administration	Marcero, Laura A	09205-001	9/26/2020	Address general case matters, time detail, and administration of the case with Huron team on 9/26.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	9/26/2020	Compile meeting notes from previous meetings for CRO team review.	0.5	\$550.00	\$275.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
24	General/Case Administration	McCormack, David	09205-001	9/26/2020	Address general case matters, time detail, and administration of the case with CRO team on 9/26.	0.3	\$550.00	\$165.00
24	General/Case Administration	Quintile, Amanda	09205-001	9/26/2020	Compile and update a working group list of contact information for all of the relevant parties in the TSI bankruptcy.	0.8	\$300.00	\$240.00
24	General/Case Administration	Marcero, Laura A	09205-001	9/27/2020	Address general case matters, time detail, and administration of the case with Huron team on 9/27.	0.8	\$985.00	\$788.00
24	General/Case Administration	DiDonato, John C	09205-001	9/28/2020	Address general case matters, time detail, and administration of the case with Huron team on 9/28.	0.6	\$1,195.00	\$717.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	9/28/2020	Address general case matters, time details, and administration of the case with CRO team on 09/28.	0.8	\$750.00	\$600.00
24	General/Case Administration	Marcero, Laura A	09205-001	9/28/2020	Address general case matters, time detail, and administration of the case with Huron team on 9/28.	1.6	\$985.00	\$1,576.00
24	General/Case Administration	McCormack, David	09205-001	9/28/2020	Address general case matters, internal review matters, time detail, and administration of the case with CRO team on 9/28.	0.6	\$550.00	\$330.00
24	General/Case Administration	DiDonato, John C	09205-001	9/29/2020	Address general case matters, time detail, and administration of the case with Huron team throughout 9/29.	0.7	\$1,195.00	\$836.50
24	General/Case Administration	Gupta, Abhimanyu	09205-001	9/29/2020	Address general case matters, time details, and administration of the case with CRO team on 09/29.	0.6	\$750.00	\$450.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	9/29/2020	Prepare workplan and workstreams to manage the engagement.	0.9	\$750.00	\$675.00
24	General/Case Administration	Marcero, Laura A	09205-001	9/29/2020	Address general case matters, time detail, and administration of the case with Huron team on 9/29.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	9/29/2020	Address general case matters, time detail, and administration of the case with CRO team on 9/29.	0.5	\$550.00	\$275.00
24	General/Case Administration	Quintile, Amanda	09205-001	9/29/2020	Address general case matters, time detail, and case administration with CRO team on 9/29.	0.4	\$300.00	\$120.00
24	General/Case Administration	Quintile, Amanda	09205-001	9/29/2020	Update working group list of contact information for all of the relevant parties in the TSI bankruptcy and share with CRO team.	0.2	\$300.00	\$60.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	9/30/2020	Address general case matters, time details, APA (professional fee carve out) and administration of the case with CRO team on 09/30.	0.4	\$750.00	\$300.00
24	General/Case Administration	McCormack, David	09205-001	9/30/2020	Address general case matters, go-forward club population, time detail, and administration of the case with CRO team on 9/30.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	9/30/2020	Review and provide updates and edits to HCG workstream tracker.	0.9	\$550.00	\$495.00
24	General/Case Administration	DiDonato, John C	09205-001	10/1/2020	Address general case matters, time detail, and administration of the case with Huron team throughout 10/1.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	DiDonato, John C	09205-001	10/1/2020	Participate in meeting re: internal workplan / priorities.	0.5	\$1,195.00	\$597.50
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/1/2020	Address general case matters, time details, and workplan on 10/1.	1.1	\$750.00	\$825.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/1/2020	Address general case matters, time detail, and administration of the case with internal team throughout 10/1.	0.3	\$985.00	\$295.50
24	General/Case Administration	Marcero, Laura A	09205-001	10/1/2020	Prepare for and participate in meeting re: internal workplan / priorities.	0.7	\$985.00	\$689.50
24	General/Case Administration	McCormack, David	09205-001	10/1/2020	Prepare for and participate in internal discussion with CRO team to discuss workplan, open items, and general case priorities.	1.1	\$550.00	\$605.00
24	General/Case Administration	McCormack, David	09205-001	10/1/2020	Address general case matters, information request list, location summary updates, time detail, and administration of the case with CRO team on 10/1.	0.5	\$550.00	\$275.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/1/2020	Address general case matters, time detail, and administration of the case with CRO team throughout 10/1.	0.5	\$300.00	\$150.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/1/2020	Prepare for and discuss internal workplan/ priorities with CRO team.	0.6	\$300.00	\$180.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/2/2020	Address general case matters, time details, workplan, and administration of the case with CRO team on 10/01.	0.8	\$750.00	\$600.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/2/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/2.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	10/2/2020	Address general case matters, HCG fee application, time detail, and administration of the case with CRO team on 10/2.	0.6	\$550.00	\$330.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/3/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/3.	0.7	\$985.00	\$689.50
24	General/Case Administration	Quintile, Amanda	09205-001	10/4/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/4.	0.7	\$300.00	\$210.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/4/2020	Review and update information request list to include file description source file name with responsive files received from TSI to Huron's information request.	1.6	\$300.00	\$480.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/4/2020	Add/ update column to our information request list to include what BRG question the data is also responsive to streamline the process and vice versa.	0.8	\$300.00	\$240.00
24	General/Case Administration	McCormack, David	09205-001	10/5/2020	Update information request list tracker based on additional information received through 10/5.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	10/5/2020	Address general case matters, Swiss clubs, accrued liabilities, time detail, and administration of the case with CRO team on 10/5.	0.4	\$550.00	\$220.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/6/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/6.	0.9	\$985.00	\$886.50
24	General/Case Administration	McCormack, David	09205-001	10/6/2020	Address general case matters, DIP funding issues, time detail, and administration of the case with CRO team on 10/6.	0.6	\$550.00	\$330.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/6/2020	Participate in CRO Team status call re: work streams, open items and next steps.	0.5	\$695.00	\$347.50

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/7/2020	Address general case matters, time details, workplan, insurance and administration of the case with CRO team on 10/07.	1.5	\$750.00	\$1,125.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/7/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day 10/7.	0.9	\$985.00	\$886.50
24	General/Case Administration	McCormack, David	09205-001	10/7/2020	Address general case matters, customer lists, joint venture agreements, time detail, and administration of the case with CRO team on 10/7.	0.3	\$550.00	\$165.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/7/2020	Review and respond as necessary to correspondence received on 10/5/20 from TSI personnel, Debtors' counsel, Epiq, third parties and obtain understanding of case current status.	1.4	\$695.00	\$973.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/7/2020	Review and respond as necessary to correspondence received on 10/6/20 from TSI personnel, Debtors' counsel, Epiq, third parties and obtain understanding of case current status.	1.6	\$695.00	\$1,112.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/7/2020	Participate in status call with CRO Team.	0.8	\$695.00	\$556.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/7/2020	Review and respond as necessary to correspondence received on 10/7/20 from TSI personnel, Debtors' counsel, Epiq, third parties and obtain understanding of case current status.	1.6	\$695.00	\$1,112.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/8/2020	Address general case matters, time details, workplan, insurance and administration of the case with CRO team on 10/08.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/8/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/8.	0.6	\$985.00	\$591.00
24	General/Case Administration	McCormack, David	09205-001	10/8/2020	Address general case matters, professional fee escrow, conflict issues, IT license issues, time detail, and administration of the case with CRO team on 10/8.	0.6	\$550.00	\$330.00
24	General/Case Administration	Vidal, Adriana	09205-001	10/8/2020	Review and respond as necessary to correspondence received on 10/8/20 from TSI personnel, Debtors' counsel, Epiq, third parties and obtain understanding of case current status.	1.9	\$695.00	\$1,320.50
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/9/2020	Address general case matters, time details, and administration of the case with CRO team on 10/09.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/9/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/9.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	10/9/2020	Address general case matters, location matters, time detail, and administration of the case with CRO team on 10/9.	0.7	\$550.00	\$385.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/10/2020	Address general case matters, time details, and administration of the case with CRO team on 10/10.	0.3	\$750.00	\$225.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/10/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/10.	1.1	\$985.00	\$1,083.50
24	General/Case Administration	McCormack, David	09205-001	10/10/2020	Address general case matters, joint venture financials, time detail, and administration of the case with CRO team on 10/10.	0.4	\$550.00	\$220.00
24	General/Case Administration	DiDonato, John C	09205-001	10/11/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/11.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/11/2020	Address general case matters, time details, and administration of the case with CRO team on 10/11.	0.3	\$750.00	\$225.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/12/2020	Address general case matters, time details, and administration of the case with CRO team on 10/12.	0.6	\$750.00	\$450.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/12/2020	Prepare for and discuss the Debtors' insurance matters with TSI management, CRO team and Debtors' counsel.	1.3	\$750.00	\$975.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/12/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/12.	0.3	\$985.00	\$295.50
24	General/Case Administration	McCormack, David	09205-001	10/12/2020	Address general case matters, rehiring of general counsel, time detail, and administration of the case with CRO team on 10/12.	0.5	\$550.00	\$275.00
24	General/Case Administration	DiDonato, John C	09205-001	10/13/2020	Address general case matters, time detail, and administration of the case on 10/13.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/13/2020	Review insurance related location analysis.	0.7	\$750.00	\$525.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/13/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/13.	0.4	\$985.00	\$394.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/14/2020	Address general case matters, time details, and administration of the case with CRO team on 10/14.	0.6	\$750.00	\$450.00
24	General/Case Administration	McCormack, David	09205-001	10/14/2020	Address general case matters, unreconciled variances, evictions, time detail, and administration of the case with CRO team on 10/14.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	10/15/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/15.	0.2	\$550.00	\$110.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/16/2020	Address general case matters, time details, and administration of the case with CRO team on 10/16.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/16/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/16.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	10/16/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/16.	0.2	\$550.00	\$110.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/17/2020	Address general case matters, time details, and administration of the case with CRO team on 10/17.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/17/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/17.	0.6	\$985.00	\$591.00
24	General/Case Administration	McCormack, David	09205-001	10/18/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/18.	0.4	\$550.00	\$220.00
24	General/Case Administration	DiDonato, John C	09205-001	10/19/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/19.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/19/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/19.	0.3	\$750.00	\$225.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/19/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/19.	0.4	\$985.00	\$394.00

EXHIBIT A3:
Time Entry Detail for the period of September 24, 2020 through October 31, 2020

Matter Number	Matter Description	Professional	Engagement No.	Date	Description	Hours	Rate	Amount
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/20/2020	Address general case matters, time details, and administration of the case with CRO team on 10/20.	0.6	\$750.00	\$450.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/20/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/20.	0.6	\$985.00	\$591.00
24	General/Case Administration	McCormack, David	09205-001	10/20/2020	Prepare for and participate in internal discussion with CRO team to discuss open items and priorities, including SOFA/SOAL, DIP Budget modifications, and similar matters.	0.8	\$550.00	\$440.00
24	General/Case Administration	McCormack, David	09205-001	10/20/2020	Address general case matters, IT annual contracts, Disclosure Statement data, time detail, and administration of the case with CRO team on 10/20.	0.8	\$550.00	\$440.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/20/2020	Address general case matters, time detail, and administration of the case with CRO team throughout the day of 10/20.	0.4	\$300.00	\$120.00
24	General/Case Administration	DiDonato, John C	09205-001	10/21/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/21.	0.4	\$1,195.00	\$478.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/21/2020	Address general case matters, finance team coordination and prioritization, time details, and administration of the case with CRO team on 10/21.	0.4	\$750.00	\$300.00
24	General/Case Administration	McCormack, David	09205-001	10/21/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/21.	0.3	\$550.00	\$165.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/22/2020	Address general case matters, finance team coordination and prioritization, time details, and administration of the case with CRO team on 10/22.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/22/2020	Prepare for and participate in meeting with Huron team re: workstream status and open items.	0.7	\$985.00	\$689.50
24	General/Case Administration	Marcero, Laura A	09205-001	10/22/2020	Address general case matters, time detail, and administration of the case with Huron team on 10/22.	0.3	\$985.00	\$295.50
24	General/Case Administration	McCormack, David	09205-001	10/22/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/22.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	10/23/2020	Address general case matters, IT vendor payment and contract issues, time detail, and administration of the case with CRO team on 10/23.	0.3	\$550.00	\$165.00
24	General/Case Administration	McCormack, David	09205-001	10/24/2020	Address general case matters, buyer diligence, professional fee escrow, time detail, and administration of the case with CRO team on 10/24.	0.6	\$550.00	\$330.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/25/2020	Address general case matters, time details, and administration of the case with CRO team on 10/23.	0.4	\$750.00	\$300.00
24	General/Case Administration	McCormack, David	09205-001	10/25/2020	Address general case matters, MOR-1 data requests, time detail, and administration of the case with CRO team on 10/25.	0.3	\$550.00	\$165.00
24	General/Case Administration	McCormack, David	09205-001	10/26/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/26.	0.4	\$550.00	\$220.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/27/2020	Address general case matters, time details, and administration of the case with CRO team on 10/27.	0.3	\$750.00	\$225.00
24	General/Case Administration	McCormack, David	09205-001	10/27/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/27.	0.3	\$550.00	\$165.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/28/2020	Address general case matters, time details, and administration of the case with CRO team on 10/28.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/28/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day of 10/28.	0.4	\$985.00	\$394.00
24	General/Case Administration	McCormack, David	09205-001	10/28/2020	Address general case matters, creditor mailing expenses, KERP issues, time detail, and administration of the case with CRO team on 10/28.	0.4	\$550.00	\$220.00
24	General/Case Administration	McCormack, David	09205-001	10/29/2020	Address general case matters, pre-petition insurance claims, employee KERP agreements, time detail, and administration of the case with CRO team on 10/29.	0.9	\$550.00	\$495.00
24	General/Case Administration	Quintile, Amanda	09205-001	10/29/2020	Address general case matters, time detail, and administration of the case with CRO team on 10/29.	0.3	\$300.00	\$90.00
24	General/Case Administration	Gupta, Abhimanyu	09205-001	10/30/2020	Address general case matters, finance team coordination, critical vendor matters, time details, and administration of the case with CRO team on 10/30.	0.4	\$750.00	\$300.00
24	General/Case Administration	Marcero, Laura A	09205-001	10/30/2020	Address general case matters, time detail, and administration of the case with Huron team throughout the day.	0.3	\$985.00	\$295.50
MATTER 24 SUBTOTAL							65.0	\$46,816.00

TOTAL 1,639.7 \$1,174,979.75

EXHIBIT B1: Expense Summary by Category for the period of September 24, 2020 through October 31, 2020

Expense Description	Fees
Airfare and Rail	\$1,009.60
Hotel/Lodging	\$624.61
Meals	\$63.73
Ground Transportation	\$290.19
Parking & Tolls	\$108.00

Total Expenses (September 24, 2020 through October 31, 2020): \$2,096.13

Exhibit B2:**Expense Item Detail for the period of September 24, 2020 through October 31, 2020**

Date	Individual	Cost Type	Description	Amount
10/6/2020	DiDonato, John C	Airfare and Rail	Roundtrip airfare from PIT to LGA: Delta Airlines: Pittsburg to New York 10/05/2020 to 10/06/2020.	\$426.20
10/5/2020	Marcero, Laura A	Airfare and Rail	Roundtrip airfare from DTW to LGA: Delta Airlines: Detroit to New York 10/06/2020 to 10/07/2020.	\$583.40
		Airfare and Rail Total		\$1,009.60
10/5/2020	DiDonato, John C	Ground Transportation	Transportation from LGA to Debtors' office.	\$62.20
10/5/2020	DiDonato, John C	Ground Transportation	Transportation from Debtors' office to hotel.	\$69.90
10/6/2020	DiDonato, John C	Ground Transportation	Transportation from Debtors' office to LGA.	\$70.11
10/7/2020	Marcero, Laura A	Ground Transportation	Transportation from Debtors' office to LGA.	\$73.99
10/7/2020	Marcero, Laura A	Ground Transportation	Transportation from LGA hotel to Debtors' office.	\$13.99
		Ground Transportation Total		\$290.19
10/8/2020	DiDonato, John C	Hotel/Lodging	Lodging near Debtors' office for 1 night: The Conrad Hotel: NEW YORK 10/06/2020 to 10/07/2020.	\$454.19
10/8/2020	Marcero, Laura A	Hotel/Lodging	Lodging near Debtors' office for 1 night: MARRIOTT INTERNATIONAL ADMINISTRATIVE: TARRYTOWN 10/06/2020 to 10/07/2020.	\$170.42
		Hotel/Lodging Total		\$624.61
10/8/2020	DiDonato, John C	Meals	Dinner in New York: The Conrad Hotel: NEW YORK. Attendees: John C DiDonato	\$63.73
		Meals Total		\$63.73
10/7/2020	DiDonato, John C	Parking & Tolls	Parking at PIT airport: GRANT OLIVER CORPORATION: PITTSBURGH 10/05/2020 to 10/06/2020.	\$32.00
10/9/2020	Marcero, Laura A	Parking & Tolls	Parking at DTW airport: Wayne City Airport: Detroit 10/06/2020 to 10/07/2020.	\$76.00
		Parking & Tolls Total		\$108.00

Total Expenses (September 24, 2020 through October 31, 2020): \$2,096.13



November 16, 2020

Mr. Phillip Juhani
Town Sports International, LLC
1001 US North Highway 1 Suite 201
Jupiter FL 33477

Engagement No.: 09205-001

Re: Town Sports - CRO (Recurring Fee)

Enclosed please find our billing for professional services rendered in the above-referenced project. This billing contains the fees and expenses incurred from September 24, 2020 through October 31, 2020.

Please return the remittance copy with your payment to:

**Huron Consulting Services LLC
4795 Paysphere Circle
Chicago, IL 60674**

If you have any questions on the enclosed billing or any aspect of the engagement, please do not hesitate to contact us.



Town Sports International, LLC
1001 US North Highway 1 Suite 201
Jupiter FL 33477

STRICTLY CONFIDENTIAL

DUE UPON RECEIPT
INVOICE #: 1162406
JOB NUMBER: 09205-001
TAX ID#: 01-0666114

Total Fees	\$ 600,000.00
Total Expenses	\$ 2,096.13
TOTAL AMOUNT DUE	\$ <u>602,096.13</u>